

**Draft resolutions of the Ordinary General Meeting of Shareholders of CD PROJEKT S.A.
convened on June 6, 2023**

**Resolution No. 1
of June 6, 2023
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
*concerning the election of the General Meeting Chairperson***

Pursuant to Art. 409 § 1 and Art. 420 § 2 of the Commercial Companies Code the General Meeting of Shareholders hereby appoints Mr./Ms. [___] as General Meeting Chairperson, with the election having taken place in a secret ballot.

Management Board justification concerning Resolution no. 1:

The resolution is technical in character. The requirement to elect a chairperson immediately after the opening of the General Meeting stems from Art. 409 § 1 of the Commercial Companies Code.

**Resolution No. 2
of June 6, 2023
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
*concerning approval of the General Meeting agenda***

The General Meeting of Shareholders hereby approves the agenda of the General Meeting of Shareholders published on the Company website on [___] 2023 and in Current Report no. [___] of [___], to wit:

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. Discussion concerning the Company's managerial reports, the Company's financial statement and the consolidated financial statement for 2022.
6. Resolution concerning approval of the Company's financial statement for 2022.
7. Resolution concerning approval of the consolidated financial statement of the CD PROJEKT Group for 2022.
8. Resolution concerning approval of the Management Board report on CD PROJEKT Group and CD PROJEKT S.A. activities in 2022.
9. Resolution concerning the allocation of Company profit obtained in 2022.
10. Resolution on granting discharge to Mr. Adam Kiciński on account of the performance of his duties as President of the Management Board of the Company between January 1 and December 31, 2022.
11. Resolution on granting discharge to Mr. Marcin Iwiński on account of the performance of his duties as Vice President of the Management Board of the Company between January 1 and December 31, 2022.
12. Resolution on granting discharge to Mr. Piotr Nielubowicz on account of the performance of his duties as Vice President of the Management Board of the Company between January 1 and December 31, 2022.

13. Resolution on granting discharge to Mr. Adam Badowski on account of the performance of his duties as Member of the Management Board of the Company between January 1 and December 31, 2022.
14. Resolution on granting discharge to Mr. Michał Nowakowski on account of the performance of his duties as Member of the Management Board of the Company between January 1 and December 31, 2022.
15. Resolution on granting discharge to Mr. Piotr Karwowski on account of the performance of his duties as Member of the Management Board of the Company between January 1 and December 31, 2022.
16. Resolution on granting discharge to Mr. Paweł Zawodny on account of the performance of his duties as Member of the Management Board of the Company between February 1 and December 31, 2022.
17. Resolution on granting discharge to Mr. Jeremiah Cohn on account of the performance of his duties as Member of the Management Board of the Company between February 1 and December 31, 2022.
18. Resolution on granting discharge to Ms. Katarzyna Szwarc on account of the performance of her duties as Chairperson of the Supervisory Board of the Company between January 1 and December 31, 2022.
19. Resolution on granting discharge to Mr. Piotr Pałowski on account of the performance of his duties as Deputy Chairperson of the Supervisory Board of the Company between January 1 and December 31, 2022.
20. Resolution on granting discharge to Mr. Michał Bień on account of the performance of his duties as Member of the Supervisory Board of the Company between January 1 and December 31, 2022.
21. Resolution on granting discharge to Mr. Maciej Nielubowicz on account of the performance of his duties as Member of the Supervisory Board of the Company between January 1 and December 31, 2022.
22. Resolution on granting discharge to Mr. Jan Łukasz Wejchert on account of the performance of his duties as Member of the Supervisory Board of the Company between January 1 and December 31, 2022.
23. Resolution expressing an opinion with regard to the Supervisory Board report concerning remuneration of members of the Management Board and Supervisory Board in 2022.
24. Resolution concerning approval of the annual report of the Company's Supervisory Board for 2022.
25. Resolution concerning amendments to § 11, § 12 and § 19 of the Company Articles.
26. Resolution concerning amendments to § 28 of the Company Articles.
27. Resolution concerning merger between CD PROJEKT S.A. and its subsidiary, SPOKKO sp. z o.o.
28. Resolution authorizing the Management Board of the Company to carry out buyback of Company shares for redemption.
29. Resolution concerning scrutiny and approval of the financial statement of CD PROJEKT RED STORE sp. z o.o. (acquired by the Company on February 28, 2023) for 2022.
30. Resolution concerning scrutiny and approval of the report on activities of CD PROJEKT RED STORE sp. z o.o. (acquired by the Company on February 28, 2023) for 2022.
31. Resolution concerning coverage of losses incurred by CD PROJEKT RED STORE sp. z o.o. (acquired by the Company on February 28, 2023) in 2022.
32. Resolution on granting discharge to Mr. Michał Nowakowski on account of the performance of his duties as member of the Management Board of CD PROJEKT RED STORE sp. z o.o. (acquired by the Company on February 28, 2023) between January 1 and December 31, 2022.
33. Resolution on granting discharge to Ms. Aleksandra Jarońkiewicz on account of the performance of her duties as member of the Management Board of CD PROJEKT RED STORE sp. z o.o. (acquired by the Company on February 28, 2023) between January 1 and May 5, 2022.
34. Conclusion of the meeting.

Management Board justification concerning Resolution no. 2:

The resolution is technical in character. The requirement to approve a General Meeting agenda once the attendance list is signed and validated by the General Meeting Chairperson stems from § 6 of the General Meeting Regulations.

Resolution No. 3
of June 6, 2023
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
concerning approval of the Company's financial statement for 2022

Pursuant to Art. 393 item 1 and Art. 395 § 2 item 1 of the Commercial Companies Code the General Meeting has decided the following:

§ 1.

The financial statement of CD PROJEKT S.A. for 2022, comprising the items listed below, is hereby approved:

1. Balance sheet as of 31 December 2022, with the balance of assets and the corresponding equity and liabilities valued at **2,183,973,708.52** (two billion one hundred eighty-three million nine hundred seventy-three thousand seven hundred eight 52/100) PLN,
2. Income statement for the period between 1 January and 31 December 2022, showing a net profit of **340,072,820.59** (three hundred forty million seventy-two thousand eight hundred twenty 59/100) PLN,
3. Statement of comprehensive income for the period between 1 January and 31 December 2022 showing an aggregate net profit of **328,349,154.86** (three hundred twenty-eight million three hundred forty-nine thousand one hundred fifty four 86/100) PLN,
4. Statement of cash flows for the period between 1 January and 31 December 2022 showing a decrease in monetary assets by **108,722,647.48** (one hundred eight million seven hundred twenty-two thousand six hundred forty-seven 48/100) PLN,
5. Statement of changes in equity showing an increase in equity by **132,714,841.59** (one hundred thirty-two million seven hundred fourteen thousand eight hundred forty one 59/100) PLN for the period between 1 January and 31 December 2022,
6. Other supplementary information and clarifications.

§ 2.

The resolution enters into force as of the moment of its adoption.

Management Board justification concerning Resolution no. 3:

A resolution of this kind is usually adopted at Ordinary General Meetings, as stipulated by Art. 395 § 2 item 1 of the Commercial Companies Code.

Resolution No. 4
of June 6, 2023
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
concerning approval of the Consolidated Financial Statement of the CD PROJEKT Group for 2022

Pursuant to Art. 395 § 5 of the Commercial Companies Code the General Meeting has decided the following:

§ 1.

The consolidated financial statement of the CD PROJEKT Group for 2022, comprising the items listed below, is hereby approved:

1. Consolidated balance sheet as of 31 December 2022, with the balance of assets and the corresponding equity and liabilities valued at **2,274,124,311.10** (two billion two hundred seventy-four million one hundred twenty-four thousand three hundred eleven 10/100) PLN,
2. Consolidated income statement account for the period between 1 January and 31 December 2022, showing a net profit of **347,093,219.12** (three hundred forty-seven million ninety-three thousand two hundred nineteen 12/100) PLN,
3. Consolidated statement of comprehensive income for the period between 1 January and 31 December 2022 showing an aggregate net profit of **334,682,722.17** (three hundred thirty-four million six hundred eighty-two thousand seven hundred twenty two 17/100) PLN,
4. Consolidated statement of cash flows for the period between 1 January and 31 December 2022 showing a decrease in monetary assets by **113,759,093.11** (one hundred thirteen million seven hundred fifty-nine thousand ninety three 11/100) PLN,
5. Statement of changes in consolidated equity showing an increase in equity by **139,048,408.92** (one hundred thirty-nine million forty-eight thousand four hundred eight 92/100) PLN for the period between 1 January and 31 December 2022,
6. Other supplementary information and clarifications.

§ 2.

The resolution enters into force as of the moment of its adoption.

Management Board justification concerning Resolution no. 4:

A resolution of this kind is usually adopted at Ordinary General Meetings, as stipulated by Art. 395 § 5 of the Commercial Companies Code.

Resolution No. 5

of June 6, 2023

of the Ordinary General Meeting of Shareholders

of CD PROJEKT S.A., headquartered in Warsaw

concerning approval of the Management Board report on CD PROJEKT Capital Group and CD PROJEKT S.A. activities in 2022

Pursuant to Art. 393 item 1 and Art. 395 § 2 item 1 of the Commercial Companies Code the General Meeting has decided the following:

§ 1

The Management Board report on CD PROJEKT Capital Group and CD PROJEKT S.A. activities in 2022 is hereby approved.

§ 2

The resolution enters into force as of the moment of its adoption.

Management Board justification concerning Resolution no. 5:

A resolution of this kind is usually adopted at Ordinary General Meetings, as stipulated by Art. 395 § 2 item 1 of the Commercial Companies Code.

Resolution No. 6
of June 6, 2023
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
concerning allocation of Company profit for 2022

Acting under Art. 393 section 1 and Art. 395 § 2 item 2 of the Commercial Companies Code, the General Meeting hereby decides the following:

§ 1.

The General Meeting directs the net profit obtained by the Company in the 2022 financial year, in the amount of **341,072,820.59** (three hundred forty-one million seventy-two thousand eight hundred twenty 59/100) PLN to be allocated as follows: **99,910,510.00** (ninety-nine million nine hundred ten thousand five hundred ten 00/100) PLN is to be divided among shareholders by issuing a dividend at **1.00** (one) PLN per each of the 99 910 510 (ninety-nine million nine hundred ten thousand five hundred ten) shares participating in the dividend; (ii) the remaining portion of the profit, i.e. **241,162,310.59** (two hundred forty-one million one hundred sixty-two thousand three hundred ten 59/100) is to be allocated to the Company's reserve capital.

§ 2.

In conjunction with the foregoing, the General Meeting decides to set the dividend record date to June 13, 2023, and the dividend payment date to June 20, 2023.

§ 3.

The resolution enters into force as of the moment of its adoption.

Management Board justification concerning Resolution no. 6:

A resolution of this kind is usually adopted at Ordinary General Meetings, as stipulated by Art. 395 § 2 item 2 of the Commercial Companies Code. The decision concerning allocation of profit acknowledges recommendations issued by the Management Board and Supervisory Board, as disclosed in the corresponding current reports issued by the Company.

The number of shares described as participating in the dividend, at 99 910 510, corresponds to the total number of Company shares outstanding deducted by the Company's own shares held by the Company as of the publication date of these draft resolutions (860 290 shares) as a result of the share buyback carried out between 5 and 24 October 2022. A resolution concerning redemption of these shares was adopted by the General Meeting of the Company on 18 April 2023. The redemption will become effective at the moment the corresponding reduction in the Company's share capital is registered by the appropriate court.

Resolution No. 7
of June 6, 2023
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
on granting discharge to Mr. Adam Kiciński, on account of the performance of his duties as
President of the Management Board of the Company between January 1 and December 31, 2022

Pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Commercial Companies Code the General Meeting has decided the following:

§ 1

The Ordinary General Meeting hereby grants discharge to Mr. Adam Kiciński of the Company, on account of the performance of his duties as President of the Management Board between January 1 and December 31, 2022.

§ 2

The resolution enters into force as of the moment of its adoption.

Management Board justification concerning Resolution no. 7:

A resolution of this kind is usually adopted at Ordinary General Meetings, as stipulated by Art. 395 § 2 item 3 of the Commercial Companies Code.

Resolution No. 8

of June 6, 2023

**of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw**

on granting discharge to Mr. Marcin Iwiński, on account of the performance of his duties as Vice President of the Management Board of the Company between January 1 and December 31, 2022

Pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Commercial Companies Code the General Meeting has decided the following:

§ 1

The Ordinary General Meeting hereby grants discharge to Mr. Marcin Iwiński, on account of the performance of his duties as Vice President of the Management Board of the Company between January 1 and December 31, 2022.

§ 2

The resolution enters into force as of the moment of its adoption.

Management Board justification concerning Resolution no. 8:

A resolution of this kind is usually adopted at Ordinary General Meetings, as stipulated by Art. 395 § 2 item 3 of the Commercial Companies Code.

Resolution No. 9

of June 6, 2023

**of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw**

on granting discharge to Mr. Piotr Nielubowicz, on account of the performance of his duties as Vice President of the Management Board of the Company between January 1 and December 31, 2022

Pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Commercial Companies Code the General Meeting has decided the following:

§ 1

The Ordinary General Meeting hereby grants discharge to Mr. Piotr Nielubowicz, on account of the performance of his duties as Vice President of the Management Board of the Company between January 1 and December 31, 2022.

§ 2

The resolution enters into force as of the moment of its adoption.

Management Board justification concerning Resolution no. 9:

A resolution of this kind is usually adopted at Ordinary General Meetings, as stipulated by Art. 395 § 2 item 3 of the Commercial Companies Code.

Resolution No. 10

of June 6, 2023

of the Ordinary General Meeting of Shareholders

of CD PROJEKT S.A., headquartered in Warsaw

on granting discharge to Mr. Adam Badowski on account of the performance of his duties as Member of the Management Board of the Company between January 1 and December 31, 2022

Pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Commercial Companies Code the General Meeting has decided the following:

§ 1

The Ordinary General Meeting hereby grants discharge to Mr. Adam Badowski on account of the performance of his duties as Member of the Management Board of the Company between January 1 and December 31, 2022.

§ 2

The resolution enters into force as of the moment of its adoption.

Management Board justification concerning Resolution no. 10:

A resolution of this kind is usually adopted at Ordinary General Meetings, as stipulated by Art. 395 § 2 item 3 of the Commercial Companies Code.

Resolution No. 11

of June 6, 2023

of the Ordinary General Meeting of Shareholders

of CD PROJEKT S.A., headquartered in Warsaw

on granting discharge to Mr. Michał Nowakowski on account of the performance of his duties as Member of the Management Board of the Company between January 1 and December 31, 2022

Pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Commercial Companies Code the General Meeting has decided the following:

§ 1

The Ordinary General Meeting hereby grants discharge to Mr. Michał Nowakowski on account of the performance of his duties as Member of the Management Board of the Company between January 1 and December 31, 2022.

§ 2

The resolution enters into force as of the moment of its adoption.

Management Board justification concerning Resolution no. 11:

A resolution of this kind is usually adopted at Ordinary General Meetings, as stipulated by Art. 395 § 2 item 3 of the Commercial Companies Code.

Resolution No. 12

of June 6, 2023

of the Ordinary General Meeting of Shareholders

of CD PROJEKT S.A., headquartered in Warsaw

on granting discharge to Mr. Piotr Karwowski on account of the performance of his duties as Member of the Management Board of the Company between January 1 and December 31, 2022

Pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Commercial Companies Code the General Meeting has decided the following:

§ 1

The Ordinary General Meeting hereby grants discharge to Mr. Piotr Karwowski on account of the performance of his duties as Member of the Management Board of the Company between January 1 and December 31, 2022.

§ 2

The resolution enters into force as of the moment of its adoption.

Management Board justification concerning Resolution no. 12:

A resolution of this kind is usually adopted at Ordinary General Meetings, as stipulated by Art. 395 § 2 item 3 of the Commercial Companies Code.

Resolution No. 13

of June 6, 2023

of the Ordinary General Meeting of Shareholders

of CD PROJEKT S.A., headquartered in Warsaw

on granting discharge to Mr. Paweł Zawodny on account of the performance of his duties as Member of the Management Board of the Company between February 1 and December 31, 2022

Pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Commercial Companies Code the General Meeting has decided the following:

§ 1

The Ordinary General Meeting hereby grants discharge to Mr. Paweł Zawodny on account of the performance of his duties as Member of the Management Board of the Company between February 1 and December 31, 2022.

§ 2

The resolution enters into force as of the moment of its adoption.

Management Board justification concerning Resolution no. 13:

A resolution of this kind is usually adopted at Ordinary General Meetings, as stipulated by Art. 395 § 2 item 3 of the Commercial Companies Code.

Resolution No. 14

of June 6, 2023

**of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw**

***on granting discharge to Mr. Jeremiah Cohn on account of the performance of his duties as
Member of the Management Board of the Company between February 1 and December 31, 2022***

Pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Commercial Companies Code the General Meeting has decided the following:

§ 1

The Ordinary General Meeting hereby grants discharge to Mr. Jeremiah Cohn on account of the performance of his duties as Member of the Management Board of the Company between February 1 and December 31, 2022.

§ 2

The resolution enters into force as of the moment of its adoption.

Management Board justification concerning Resolution no. 14:

A resolution of this kind is usually adopted at Ordinary General Meetings, as stipulated by Art. 395 § 2 item 3 of the Commercial Companies Code.

Resolution No. 15

of June 6, 2023

**of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw**

***on granting discharge to Ms. Katarzyna Szwarc on account of the performance of her duties as
Chairperson of the Supervisory Board of the Company between January 1 and December 31, 2021***

Pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Commercial Companies Code the General Meeting has decided the following:

§ 1

The Ordinary General Meeting hereby grants discharge to Ms. Katarzyna Szwarc on account of the performance of her duties as Chairperson of the Supervisory Board of the Company between January 1 and December 31, 2022.

§ 2

The resolution enters into force as of the moment of its adoption.

Management Board justification concerning Resolution no. 15:

A resolution of this kind is usually adopted at Ordinary General Meetings, as stipulated by Art. 395 § 2 item 3 of the Commercial Companies Code.

Resolution No. 16
of June 6, 2023
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
on granting discharge to Mr. Piotr Pałowski on account of the performance of his duties as Deputy Chairperson of the Supervisory Board of the Company between January 1 and December 31, 2022

Pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Commercial Companies Code the General Meeting has decided the following:

§ 1

The Ordinary General Meeting hereby grants discharge to Mr. Piotr Pałowski, on account of the performance of his duties as Deputy Chairperson of the Supervisory Board of the Company between January 1 and December 31, 2022.

§ 2

The resolution enters into force as of the moment of its adoption.

Management Board justification concerning Resolution no. 16:

A resolution of this kind is usually adopted at Ordinary General Meetings, as stipulated by Art. 395 § 2 item 3 of the Commercial Companies Code.

Resolution No. 17
of June 6, 2023
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
on granting discharge to Mr. Michał Bień on account of the performance of his duties as Member of the Supervisory Board of the Company between January 1 and December 31, 2022

Pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Commercial Companies Code the General Meeting has decided the following:

§ 1

The Ordinary General Meeting hereby grants discharge to Mr. Michał Bień on account of the performance of his duties as Member of the Supervisory Board of the Company between January 1 and December 31, 2022.

§ 2

The resolution enters into force as of the moment of its adoption.

Management Board justification concerning Resolution no. 17:

A resolution of this kind is usually adopted at Ordinary General Meetings, as stipulated by Art. 395 § 2 item 3 of the Commercial Companies Code.

Resolution No. 18
of June 6, 2023
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw

on granting discharge to Mr. Maciej Nielubowicz on account of the performance of his duties as Member of the Supervisory Board of the Company between January 1 and December 31, 2022

Pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Commercial Companies Code the General Meeting has decided the following:

§ 1

The Ordinary General Meeting hereby grants discharge to Mr. Maciej Nielubowicz on account of the performance of his duties as Member of the Supervisory Board of the Company between January 1 and December 31, 2022.

§ 2

The resolution enters into force as of the moment of its adoption.

Management Board justification concerning Resolution no. 18:

A resolution of this kind is usually adopted at Ordinary General Meetings, as stipulated by Art. 395 § 2 item 3 of the Commercial Companies Code.

Resolution No. 19

of June 6, 2023

**of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw**

on granting discharge to Mr. Jan Łukasz Wejchert on account of the performance of his duties as Member of the Supervisory Board of the Company between January 1 and December 31, 2022

Pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Commercial Companies Code the General Meeting has decided the following:

§ 1

The Ordinary General Meeting hereby grants discharge to Mr. Jan Łukasz Wejchert on account of the performance of his duties as Member of the Supervisory Board of the Company between January 1 and December 31, 2022.

§ 2

The resolution enters into force as of the moment of its adoption.

Management Board justification concerning Resolution no. 19:

A resolution of this kind is usually adopted at Ordinary General Meetings, as stipulated by Art. 395 § 2 item 3 of the Commercial Companies Code.

Resolution No. 20

of June 6, 2023

**of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw**

expressing an opinion with regard to the CD PROJEKT S.A. Supervisory Board report concerning remuneration of members of the Management Board and Supervisory Board in 2022

§ 1

Pursuant to Art. 395 § 2¹ of the Commercial Companies Code in conjunction with Art. 90g section 6 of the Act of 29 July 2005 on public offering, conditions for introducing financial instruments to organized trade and public companies the General Meeting hereby issues a positive opinion regarding the Supervisory Board Report on remuneration of members of the Management Board and Supervisory Board in 2022.

§ 2

The resolution enters into force as of the moment of its adoption.

Management Board justification concerning Resolution no. 20:

A resolution of this kind is usually adopted at Ordinary General Meetings. The need to adopt this resolution follows from Art. 395 § 2¹ of the Commercial Companies Code in conjunction with Art. 90g section 6 of the Act of 29 July 2005 on public offering, conditions for introducing financial instruments to organized trade and public companies.

Resolution No. 21

of June 6, 2023

of the Ordinary General Meeting of Shareholders

of CD PROJEKT S.A., headquartered in Warsaw

concerning approval of the annual report of the Company's Supervisory Board for 2022

§ 1.

Pursuant to item no. 2.11 of the Best Practice for WSE Listed Companies (2021 edition), the General Meeting hereby approves the CD PROJEKT S.A. Supervisory Board report for 2022, i.e. the Supervisory Board report on its assessment of the Company's Financial Statement for 2022, Management Board recommendation concerning allocation of net profit for 2022, Management Board report on CD PROJEKT Group and CD PROJEKT S.A. activities in 2022, along with the Supervisory Board report on the activities of the Supervisory Board in 2022, together with an assessment of the work of the Supervisory Board, assessment of the condition of the Company which acknowledges the adequacy and effectiveness of its internal control systems, risk management, compliance with the applicable norms and practices, internal audit, and discharge by the Company of its disclosure obligations with regard to corporate governance policies.

§ 2.

The resolution enters into force as of the moment of its adoption.

Management Board justification concerning Resolution no. 21:

A resolution of this kind is usually adopted at Ordinary General Meetings. It stems from item 2.11 of the Best Practice for WSE Listed Companies, 2021 edition.

Resolution No. 22

of June 6, 2023

of the Ordinary General Meeting of Shareholders

of CD PROJEKT S.A., headquartered in Warsaw

concerning amendments to § 11, § 12 and § 19 of the Company Articles

Pursuant to Art. 430 § 1 of the Commercial Companies Code the General Meeting hereby decides to amend the Company Articles as follows:

§ 1.

The existing § 11 of the Company Articles is given the following form:

„The Management Board shall consist of one or more persons.”

§ 2.

The existing § 12 of the Company Articles is given the following form:

- 1. „Management Board members are appointed and dismissed by the Supervisory Board. Management Board members are appointed to a joint term which begins on the date of convocation of the General Meeting which approves the financial statement for the year 2016, and lasts 4 years.*
- 2. The Management Board acts in compliance with the Management Board Rules of Conduct instituted by way of a Management Board resolution and approved by the Supervisory Board. Management Board resolutions require an absolute majority of votes.”*

§ 3.

The existing § 19 section 3 item (c) of the Company Articles is given the following form:

„c) appointment or dismissal of a Management Board member, suspension of a Management Board member or delegation of a Supervisory Board member to act as a Management Board member in temporary capacity;”

§ 4.

The Supervisory Board is hereby authorized to prepare the consolidated text of the Company Articles incorporating the amendments introduced by this resolution.

§ 5.

The resolution enters into force as of the moment of its adoption, and shall become effective on the day the amended Company Articles are registered by the appropriate court.

Management Board justification concerning Resolution no. 22:

As CD PROJEKT is active on the global market, the Company primarily communicates with foreign audiences, and does so in English. The Polish terminology applicable to positions held by members of the Management Board is sometimes unclear to business partners and investors, as are the differences between these positions. In the English-speaking world, and particularly in the United States, the top managers of a company (which, in the Polish system, comprise the management board) are commonly referred to as C-level executives.

Standardizing the positions held by members of the Management Board will make the Company's communication activities more understandable, and will help foreign recipients understand the organizational structure of the Company.

As a result of the planned changes all persons which make up the Management Board will be referred to as Members of the Management Board, and additionally will use English names of their respective roles. For example, Mr. Adam Kiciński and Mr. Piotr Nielubowicz – currently President of the Management Board and Vice President of the Management Board for Financial Affairs – will be referred to as CEO (Chief Executive Officer) and CFO (Chief Financial Officer) respectively.

The proposed amendments are meant to clarify matters.

Resolution No. 23
of June 6, 2023
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
concerning amendments to § 28 of the Company Articles

Pursuant to Art. 430 § 1 of the Commercial Companies Code the General Meeting hereby decides to amend the Company Articles as follows:

§ 1.

In § 28 of the Company Articles, section 6 is added as follows:

„6. The Management Board may remit to shareholders an advance dividend which shall count towards the expected dividend payable at the end of the financial year, as long as the Company’s approved financial statement for the previous financial year shows a profit and the Company holds sufficient cash assets to enable such payment. The advance dividend may comprise at most half of the profit achieved since the close of the preceding financial year, as listed in the financial statement which has undergone a formal audit, increased by reserve capital to which profits have been reassigned and which may be used by the Management Board to remit advance payments, and decreased by any uncovered losses or unpaid shares. Payment of an advance dividend requires approval by the Supervisory Board.”

§ 2.

The Supervisory Board is hereby authorized to prepare the consolidated text of the Company Articles incorporating the amendments introduced by this resolution.

§ 3.

The resolution enters into force as of the moment of its adoption, and shall become effective on the day the amended Company Articles are registered by the appropriate court.

Management Board justification concerning Resolution no. 23:

Art. 349 of the Commercial Companies Code provides for optional payment of advance dividends to shareholders. One of the relevant conditions is that the company’s articles must expressly empower the Management Board to make such payments. In its present form, the Company Articles do not contain such an authorization. The proposed resolution aims to introduce it, in order to enable the Management Board to potentially pay out advance dividends in the future. The wording of the proposed amendment is consistent with the provisions of the Commercial Companies Code.

Resolution No. 24
of June 6, 2023
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
concerning merger between CD PROJEKT S.A. and its subsidiary, SPOKKO sp. z o.o.

§1.

Acting pursuant to article 506 § 1, 2 and 4 of the Commercial Companies Code and having heard the presentation delivered by the Management Board of the Company concerning mainly key points of the merger plan, the General Meeting of CD PROJEKT S.A. (“**Surviving Company**”) hereby:

1. approves the merger plan agreed and executed by Surviving Company and SPOKKO sp. z o.o. with its registered office in Warsaw, address: ul. Jagiellońska 74, 03- 301 Warsaw, entered into

the register of entrepreneurs of the National Court Register kept by the District Court for the capital city of Warsaw in Warsaw, XIV Division of the National Court Register under KRS no. 0000746503 (“**Target Company**”) on 20 April 2023 (“**Merger Plan**”), constituting an appendix to this resolution; and

2. approves the merger between the Surviving Company and the Target Company, which is a single-member company and a subsidiary of the Surviving Company, by way of transferring the entirety of the Target Company’s assets to the Surviving Company pursuant to article 492 § 1 item 1 of the Commercial Companies Code (merger by acquisition) in connection with article 516 § 6 of the Commercial Companies Code, without increasing the share capital of the Surviving Company and without exchanging Target Company’s shares for Surviving Company’s shares, on conditions set forth in the Merger Plan which is published and available free of charge on the websites of both companies in accordance with article 500 § 2¹ of the Commercial Companies Code (“**Merger**”);
3. The Merger will become effective on the date of its registration in the registry appropriate for the registered office of the Surviving Company (day of merger). Such registration will cause the effect of deletion from the register of the Target Company;
4. There will be no change to the Articles of Association of the Surviving Company in connection with the Merger.

§2.

The resolution enters into force as of the moment of its adoption.

Annex to Resolution no. 24 – Merger Plan

Management Board justification concerning resolution no. 24:

According to Art. 506 § 1 of the Commercial Companies Code, a merger between companies requires the shareholders’ meeting or general meeting resolution. This resolution must, in particular, express approval for the merger plan. The resolution concerns the merger between the Company and its subsidiary – SPOKKO sp. z o.o., in which the Company holds 100% of shares. The merger plan was executed and published (i.a. in the form of Current Report no. 14/2023) on 20 April 2023.

Given the decision to phase out The Witcher: Monster Slayer, a project carried out by the SPOKKO team, according to which on 30 June 2023 the game will cease being available for existing players, as well as the anticipated reassignment of part of the SPOKKO team and resources to other projects underway at CD PROJEKT RED, the Company and SPOKKO sp. z o.o. have jointly decided to simplify the organizational structure of the CD PROJEKT Group by carrying out the above-mentioned merger, as described in the merger plan. These decisions are in line with the basic assumptions of the CD PROJEKT Group strategy update, which envisions that the Group will focus on its core activities while carrying out mobile projects in collaboration with external partners.

Resolution No. 25

of June 6, 2023

**of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw**

authorizing the Management Board of the Company to carry out buyback of Company shares for redemption

Pursuant to Art. 359 § 1 and 2 of the Commercial Companies Code in conjunction with Art. 362 § 1 item 5 of the Commercial Companies Code and § 9 section 1 of the Company Articles, the General Meeting hereby decides the following:

§ 1.

1. The Management Board of the Company is authorized to buy back own shares of the Company (“**Own Shares**”) for the purpose of redemption, in accordance with requirements specified in sections 2-11 below.
2. The total amount allocated by the Company toward the purchase of Own Shares, together with any applicable purchasing fees, shall not exceed 500,000,000.00 (five hundred million) PLN. Only fully paid up Own Shares may be purchased.
3. The Company may carry out one or multiple share purchase transactions, which may be either (i) transactions carried out on the regulated market of the Warsaw Stock Exchange, or (ii) a transaction or transactions carried out outside of the regulated securities trading system, in the form of a public tender offer addressed to all shareholders of the Company (“**Tender Offer**”). Own Shares may be purchased directly by the Company or by an investment broker acting on behalf of the Company.
4. If Own Shares are bought back on the regulated market, as specified in section 3 item (i) above, the purchase price will be determined in accordance with Art. 5 of the Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (market abuse regulation) and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC (“**Market Abuse Regulation**”) as well as Commission Delegated Regulation (EU) 2016/1052 of 8 March 2016 supplementing Regulation (EU) No 596/2014 of the European Parliament and of the Council with regard to regulatory technical standards for the conditions applicable to buy-back programmes and stabilisation measures (“**Standard**”).
5. If Own Shares are bought back in the manner specified in section 3 item (ii) above, the following conditions apply:
 - 1) the purchase price of each Own Share will be determined by the Management Board and will acknowledge the market conditions existing at the moment of publication of the Tender Offer by the Company;
 - 2) the total number of Own Shares which the Company intends to buy back, along with the wording of the Tender Offer, will, in each case, be determined by the Management Board in the form of a resolution, and then publicly disclosed by the Company in a current report;
 - 3) the following additional requirements apply to the buy-back program:
 - (i) the purchase price of Own Shares listed in the Tender Offer will be equal for all shareholders;
 - (ii) purchasing of Own Shares under the Tender Offer will proceed in such a way as to provide all shareholders with equal opportunity to exercise their right to sell Own Shares;
 - (iii) if the number of Own Shares offered for sale by shareholders under the Tender Offer exceeds the total number of Own Shares which the Company intends to purchase as specified in the Tender Offer, the Management Board will proportionally reduce the number of shares offered by each shareholder, rounding fractional shares down to the nearest whole number, so that the total number of Own Shares on offer is equal to the maximum number of Own Shares indicated by the Company in the Tender Offer. If the aforementioned rounding down of fractional shares (allocation rule) results in a number lower than the maximum number of Own Shares which the Company intends to purchase, the remaining Own Shares (i.e. the number of shares which represents the difference between the maximum of Own Shares indicated in the Tender Offer and the total number of Own Shares on offer following the application of the reduction mechanism, along with any rounding down of fractional shares) will be purchased by the Company from the shareholder who offered to sell the most shares. If several shareholders offered to sell an identical number of shares, the Company will purchase the remaining Own Shares from the shareholder who submitted their offer at the earliest date.
6. Own Shares shall be purchased from shareholders in exchange for remuneration paid out by the Company in an amount not exceeding the figure listed in section 2 above, solely from the reserve

capital which, according to Art. 348 § 1 of the Commercial Companies Code may be divided among shareholders.

7. The goal of the buy-back of Own Shares is redemption thereof and the attendant reduction in the Company's share capital, pursuant to Art. 359 of the Commercial Companies Code.
8. Authorization to purchase Own Shares is granted to the Management Board for the period between the day of adoption of this resolution and exhaustion of funds allocated to the buy-back program.
9. While the authorization granted by this resolution is in force, the Management Board, guided by the Company's interest, may, at its own discretion, (i) discontinue the buy-back of Own Shares at any time; (ii) cancel the buy-back of Own Shares in whole or in part; (iii) forgo implementation of this resolution at any time of its choosing; (iv) decide to continue or resume buy-back of Own Shares under conditions expressed in this resolution, if the Management Board had previously invoked the rights granted thereto in items (i)-(iii) above.
10. The Management Board shall publicly disclose detailed information concerning the buy-back of Own Shares, acknowledging the requirements imposed by the Market Abuse Regulation and the Standard. Such disclosures will be provided in the form of current reports.
11. The Management Board is hereby authorized to undertake any factual and legal activities required to effect the buy-back of Own Shares in accordance with the material content of this resolution, and in particular to:
 - 1) determine the mode (type) of transactions in which Own Shares will be purchased, along with the corresponding purchase price, or means of its determination as well as the maximum number of Own Shares which may be purchased per transaction type;
 - 2) if Own Shares are purchased outside the regulated market – determine, prior to commencement of the buy-back of Own Shares, specific terms and conditions related to the Tender Offer, including (i) conditions, rules and deadlines applicable to offers submitted by Company shareholders, (ii) the specific wording of sale offers, along with offer templates, and (iii) terms and conditions governing acceptance of sale offers, along with settlement of Own Share purchase transactions;
 - 3) If Own Shares are purchased on the regulated market – determine, prior to commencement of the buy-back of Own Shares, additional terms and conditions related to buy-back of Own Shares, acknowledging the relevant provisions and restrictions expressed in this resolution, in the Market Abuse Regulation and in the Standard;
 - 4) Place orders and clearing instructions on behalf of the Company, and perform any other activities required in the process of purchasing Own Shares;
 - 5) Enter into agreements with selected external entities for the purposes of contracting these entities (which entails granting appropriate authorization thereto) to perform actions required in the implementation of this resolution.

§ 2.

The resolution enters into force as of the moment of its adoption.

Management Board justification concerning resolution no. 25:

The Management Board of the Company was authorized by way of a General Meeting Resolution of the Company of 29 November 2016 to buy back its own shares for the purpose of their redemption for the amount (together with applicable fees) for a total amount of 250,000,000 PLN. In relation to execution, from 5 to 24 October 2022, a buy-back program of own shares based on the aforementioned resolution and adoption of a decision regarding completion of a buy-back program based on this resolution, the Management Board presents to the General Meeting a proposal to adopt a this new resolution, which may constitute a new basis to execute a potential buy-back program (or programs) regarding the Company's own shares in the future, depending on the decision of the Management Board in this regard.

The proposed resolution aims to enable the Company to implement a future buy-back program (or programs) in a flexible manner, i.e. among other things by transactions on the regulated market of the Warsaw Stock Exchange as well as by transactions carried out outside of an organized system of trading in financial instruments by means of public tender offers regarding submission of offers of sale of the shares addressed to all shareholders of the Company. The resolution aims to enable the Board to determine the mode and conditions under which Own Shares are purchased. In the Management Board's opinion, the share purchase conditions expressed in this resolution are aligned with the interests of Company shareholders.

Resolution No. 26
of June 6, 2023
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
concerning scrutiny and approval of the financial statement of CD PROJEKT RED STORE sp. z o.o. (acquired by the Company on February 28, 2023) for 2022

§ 1.

Whereas on February 28, 2023, i.e. after the close of the 2022 financial year, a merger was carried out between the Company (as the surviving company) and CD PROJEKT RED STORE sp. z o.o. with a registered seat in Warsaw (as the target company) pursuant to Art. 492 § 1 item 1 of the Commercial Companies Code in conjunction with Art. 516 § 6 of the Commercial Companies Code (“**STORE merger**”), as a result of which the Company entered into the rights and obligations of the target company, the General Meeting of the Company, acting under Art. 494 § 1 of the Commercial Companies Code in conjunction with Art. 395 § 2 item 1 and Art. 231 § 2 item 1 of the Commercial Companies Code hereby, having performed scrutiny, approves the financial statement of CD PROJEKT RED STORE sp. z o.o. for the financial year ending on December 31, 2022, which comprises the following:

1. balance sheet for December 31, 2022, showing a balance of **3,400,316.40** (three million four hundred thousand three hundred sixteen 40/100) PLN;
2. profit and loss account for the period between January 1, 2022, and December 31, 2022, showing a net loss of **1,594,455.23** (one million five hundred ninety-four thousand four hundred fifty five 23/100) PLN;
3. statement of comprehensive income for the financial year beginning on January 1, 2022 and ending on December 31, 2022, showing a comprehensive loss of **1,594,455.23** (one million five hundred ninety-four thousand four hundred fifty five 23/100) PLN;
4. statement of cash flows for the period between January 1, 2022 and December 31, 2022, which, in the line item titled “Balance of cash flows”, shows a decrease in financial assets by **160,976.71** (one hundred sixty thousand nine hundred seventy six 71/100) PLN;
5. statement of changes in equity for the period between January 1, 2022 and December 31, 2022, which shows an increase in equity by **805,544.77** (eight hundred five thousand five hundred forty four 77/100) PLN;
6. additional information and clarifications.

§ 2.

The resolution enters into force as of the moment of its adoption.

Management Board justification concerning resolution no. 26:

Given that the Company acquired CD PROJEKT RED STORE sp. z o.o. on February 28, 2023, according to Art. 494 § 1 it entered into all rights and obligations of the target company. Consequently, the Ordinary General Meeting of the Company assumes the responsibilities of the approving authority

of the target company, as defined in Art. 231 § 2 item 1 and Art. 228 item 1 of the Commercial Companies Code, i.e. concerning the requirement to scrutinize and approve the financial statement of that company for the preceding financial year.

Resolution No. 27
of June 6, 2023
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
concerning scrutiny and approval of the report on activities of CD PROJEKT RED STORE sp. z o.o. (acquired by the Company on February 28, 2023) for 2022

§ 1.

Given the STORE merger described in Resolution no. 26 above, as a result of which the Company entered into the rights and obligations of the target company, i.e. CD PROJEKT RED STORE sp. z o.o., the General Meeting of the Company, acting under Art. 494 § 1 of the Commercial Companies Code in conjunction with Art. 395 § 2 item 1 and Art. 231 § 2 item 1 of the Commercial Companies Code hereby, having performed scrutiny, approves the report on activities of CD PROJEKT RED STORE sp. z o.o. for the financial year ending on December 31, 2022.

§ 2.

The resolution enters into force as of the moment of its adoption.

Management Board justification concerning resolution no. 27:

Given that the Company acquired CD PROJEKT RED STORE sp. z o.o. on February 28, 2023, according to Art. 494 § 1 it entered into all rights and obligations of the target company. Consequently, the Ordinary General Meeting of the Company assumes the responsibilities of the approving authority of the target company, as defined in Art. 231 § 2 item 1 and Art. 228 item 1 of the Commercial Companies Code, i.e. concerning the requirement to scrutinize and approve the report on activities of that company for the preceding financial year.

Resolution No. 28
of June 6, 2023
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
concerning coverage of losses incurred by CD PROJEKT RED STORE sp. z o.o. (acquired by the Company on February 28, 2023) in 2022

§ 1.

Given the STORE merger described in Resolution no. 26 above, as a result of which the Company entered into the rights and obligations of the target company, i.e. CD PROJEKT RED STORE sp. z o.o., the General Meeting of the Company, acting under Art. 494 § 1 of the Commercial Companies Code in conjunction with Art. 395 § 2 item 2 and Art. 231 § 2 item 2 of the Commercial Companies Code, hereby decides that the net loss of CD PROJEKT RED STORE sp. z o.o. for the financial year ending on December 31, 2022, in the amount of 1,594,455.23 (one million five hundred ninety-four thousand four hundred fifty five 23/100) PLN shall be covered by profits obtained by the Company in future years.

§ 2.

The resolution enters into force as of the moment of its adoption.

Management Board justification concerning resolution no. 28:

Given that the Company acquired CD PROJEKT RED STORE sp. z o.o. on February 28, 2023, according to Art. 494 § 1 it entered into all rights and obligations of the target company. Consequently, the Ordinary General Meeting of the Company assumes the responsibilities of the approving authority of the target company, as defined in Art. 231 § 2 item 2 of the Commercial Companies Code, i.e. concerning the requirement to adopt a resolution concerning coverage of losses.

Resolution No. 29

of June 6, 2023

of the Ordinary General Meeting of Shareholders

of CD PROJEKT S.A., headquartered in Warsaw

on granting discharge to Mr. Michał Nowakowski on account of the performance of his duties as member of the Management Board of CD PROJEKT RED STORE sp. z o.o. (acquired by the Company on February 28, 2023) between January 1 and December 31, 2022

§ 1.

Given the STORE merger described in Resolution no. 26 above, as a result of which the Company entered into the rights and obligations of the target company, i.e. CD PROJEKT RED STORE sp. z o.o., the General Meeting of the Company, acting under Art. 494 § 1 of the Commercial Companies Code in conjunction with Art. 395 § 2 item 3 and Art. 231 § 2 item 3 of the Commercial Companies Code, hereby grants discharge to Mr. Michał Nowakowski on account of the performance of his duties as member of the Management Board of CD PROJEKT RED STORE sp. z o.o. between January 1 and December 31, 2022.

§ 2.

The resolution enters into force as of the moment of its adoption.

Management Board justification concerning resolution no. 29:

Given that the Company acquired CD PROJEKT RED STORE sp. z o.o. on February 28, 2023, according to Art. 494 § 1 it entered into all rights and obligations of the target company. Consequently, the Ordinary General Meeting of the Company assumes the responsibilities of the approving authority of the target company, as defined in Art. 231 § 2 item 3 and Art. 228 item 1 of the Commercial Companies Code, i.e. concerning the requirement to grant discharge to members of that company's governing bodies on account of the performance of their duties.

Resolution No. 30

of June 6, 2023

of the Ordinary General Meeting of Shareholders

of CD PROJEKT S.A., headquartered in Warsaw

on granting discharge to Ms. Aleksandra Jarońkiewicz on account of the performance of her duties as member of the Management Board of CD PROJEKT RED STORE sp. z o.o. (acquired by the Company on February 28, 2023) between January 1 and May 5, 2022

§ 1.

Given the STORE merger described in Resolution no. 26 above, as a result of which the Company entered into the rights and obligations of the target company, i.e. CD PROJEKT RED STORE sp. z o.o., the General Meeting of the Company, acting under Art. 494 § 1 of the Commercial Companies Code in conjunction with Art. 395 § 2 item 3 and Art. 231 § 2 item 3 of the Commercial Companies Code, hereby grants discharge to Ms. Aleksandra Jarońkiewicz on account of the performance of her duties as member of the Management Board of CD PROJEKT RED STORE sp. z o.o. between January 1 and May 5, 2022.

§ 2.

The resolution enters into force as of the moment of its adoption.

Management Board justification concerning resolution no. 30:

Given that the Company acquired CD PROJEKT RED STORE sp. z o.o. on February 28, 2023, according to Art. 494 § 1 it entered into all rights and obligations of the target company. Consequently, the Ordinary General Meeting of the Company assumes the responsibilities of the approving authority of the target company, as defined in Art. 231 § 2 item 3 and Art. 228 item 1 of the Commercial Companies Code, i.e. concerning the requirement to grant discharge to members of that company's governing bodies on account of the performance of their duties.