



GUIDE TO THE ORDINARY GENERAL MEETING  
OF CD PROJEKT S.A.

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This document is provided for information purposes only and does not constitute a binding interpretation of common law. All matters related to the General Meeting of CD PROJEKT are regulated by the applicable legislation, the General Meeting Regulations and the Terms and Conditions of Participation in the General Meeting of CD PROJEKT S.A. using Electronic Communication Tools. We encourage all readers to familiarize themselves with the above-mentioned documentation.

## Esteemed Fellow Shareholders,

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The Ordinary General Meeting of Shareholders of CD PROJEKT S.A. will take place on 6 June, at 10 a.m. As usual, the meeting will be held at the Company HQ at Jagiellońska 74 in Warsaw. For your convenience we will also enable online participation and remote exercise of voting rights.

As is our tradition, during the General Meeting we will summarize the activities of CD PROJEKT S.A. and the CD PROJEKT Group in 2022. Consequently, we will also vote on approving the financial statements of the Company and its Group for 2022, and on granting discharge to members of the Management Board and Supervisory Board of the Company. The Shareholders will also be asked, among others, to express an opinion on the Supervisory Board report on remuneration of members of the Management Board and Supervisory Board in 2022, and to approve the Supervisory Board's annual report.



During the meeting we will also submit to a vote a resolution on allocation of net profit obtained by CD PROJEKT S.A. in 2022. We propose paying out a dividend at 1 PLN per each share participating in the dividend. The Management Board's proposal – endorsed by the Supervisory Board – is to set the dividend record date to 13 June and the dividend payment date to 20 June of the current year.

Furthermore, given the acquisition of its subsidiary – CD PROJEKT RED STORE sp. z o.o. – carried out in February 2023 by CD PROJEKT S.A, the Shareholders will also vote on resolutions concerning approval of the annual reports of the target company, coverage of losses incurred thereby in 2022, and granting discharge to members of the Management Board of CD PROJEKT RED STORE on account on the performance of their duties.

Additional resolutions submitted to the General Meeting concern amendments to the Company Articles enabling the Company to pay out advance dividends, standardizing the naming of positions held by Members of the Management Board of CD PROJEKT S.A., as well as the previously announced merger between CD PROJEKT S.A. and its subsidiary – SPOKKO sp. z o.o. – and granting authorization to the Management Board to carry out future buy-back of CD PROJEKT S.A. shares for redemption.

As you can see, the proposed agenda of the General Meeting includes numerous matters which carry important consequences for Shareholders and for the Company itself in future years. With that in mind, I would traditionally like to invite you to take an active part in this event. Should you have any questions or concerns, do not hesitate to contact us at [wza@cdprojekt.com](mailto:wza@cdprojekt.com).

Respectfully,

**Adam Kiciński**



**President of the Board**



## Projekty uchwał i rekomendacje Zarządu

Key matters	Resolution no.	Board recommendation
<u>Approval of annual reports of CD PROJEKT S.A. and the CD PROJEKT Group for 2022</u>	3, 4, 5	SUPPORT
<u>Allocation of profit for 2022 – dividend</u>	6	SUPPORT
<u>Discharge for Members of the Management Board in 2022</u>	7, 8, 9, 10, 11, 12, 13, 14	SUPPORT
<u>Discharge for Members of the Supervisory Board in 2022</u>	15, 16, 17, 18, 19	SUPPORT
<u>Expressing an opinion concerning the CD PROJEKT S.A. Supervisory Board report on remuneration of Management Board and Supervisory Board members in 2022</u>	20	SUPPORT
<u>Approval of the annual report of the Company's Supervisory Board for 2022</u>	21	SUPPORT
<u>Amendments to § 11, § 12 and § 19 of the Company Articles – standardizing the naming of positions held by Board Members</u>	22	SUPPORT
<u>Amendment to § 28 of the Company Articles – authorization to pay out advance dividends</u>	23	SUPPORT
<u>Merger between CD PROJEKT S.A. and its subsidiary, SPOKKO sp. z o.o.</u>	24	SUPPORT
<u>Authorizing the Management Board of CD PROJEKT S.A. to carry out buy-back of Company shares for redemption</u>	25	SUPPORT
<u>Discharge, by the OGM of CD PROJEKT S.A., of the duties of the approving authority of CD PROJEKT RED STORE sp. z o.o., which was acquired by the Company on 28 February 2023, specifically: approving the annual reports of CD PROJEKT RED STORE sp. z o.o., adopting a resolution concerning coverage of losses incurred in 2022, and granting discharge to members of the Management Board of CD PROJEKT RED STORE sp z o.o. for 2022.</u>	26, 27, 28, 29, 30	SUPPORT

## Key business events and financial results in 2022

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At CD PROJEKT the year 2022 was marked by intensive work on Cyberpunk 2077, resulting in further updates for the game and the release of its next-gen console edition. Owing to the joint efforts of the entire Cyberpunk team, with the release of Patch 1.5 in February 2022 the sentiment around the game improved significantly, as did the game's review scores. Another highlight of the past year related to the Cyberpunk universe was the September release of the Cyberpunk: EDGERUNNERS anime series, co-created with the Japanese Studio Trigger. The series enjoyed great popularity on the Netflix platform, ranking among its top 10 most frequently watched non-English releases for four weeks in a row. Its success also restored interest in Cyberpunk 2077 among the world's gaming community. This also confirmed the potential and strength of the Cyberpunk franchise. The next major event for this franchise will be the release of the Phantom Liberty expansion, scheduled for 2023.

In order to share its ambitious future plans with gamers and capital market stakeholders, in October 2022 the Management Board of 2022 unveiled an update of the Group's business strategy, along with its release plan for the coming years. Furthermore, in order to be able to carry out new projects, the Company announced that a new development studio – CD PROJEKT RED North America – was being set up. The new studio will consist of with two hubs, located in Boston and Vancouver. Additional announcements focused on further development of CD PROJEKT's franchises and adding multiplayer elements to most of the Studio's future games.

At the end of 2022, in December, the next-gen version of The Witcher 3: The Wild Gon launched globally, which was also accompanied by the release of a major update for PC. This aforementioned release is the Company's next step in supporting sales of this title in the years to come.

Owing to strong back catalogue sales, 2022 became the second-best year in the CD PROJEKT Group's history, in terms of earnings:

- sales revenues reached 953 million PLN, with 377 million PLN in operating profit and 347 million PLN in net profit;
- at the end of 2022 the CD PROJEKT Group held financial reserves – cash, near-cash, bank deposits with maturity periods longer than 3 months, and t-bonds jointly valued at 1 091 million PLN.



## Profit sharing for 2022

As disclosed in [Current report no. 17/2023](#), the Management Board of CD PROJEKT S.A. has recommended that the total amount of CD PROJEKT S.A. 2022 earnings which are subject to profit sharing be allocated as follows:

- a dividend in the amount of 99 910 510.00 PLN, i.e. 1.00 PLN per each share participating in the dividend<sup>1</sup>,
- the remaining unallocated net profit, i.e. 241 162 310.59 is to be transferred to the Company's reserve capital.

The Management Board also applied to the General Meeting to set the dividend<sup>2</sup> record date to 13 June 2023 and the dividend payment date to 20 June 2023. This recommendation was subsequently endorsed by the Supervisory Board, as disclosed by the Company in [Current report no. 18/2023](#).

In the Board's opinion a dividend represents the simplest and most democratic way of sharing CD PROJEKT's 2022 earnings with Company shareholders. The decision regarding the proposed dividend amount was undertaken by the Management Board following analysis of the Company's current situation, and its current and anticipated capital requirements given the ambitious growth strategy for the coming years.

### Management Board recommendation, endorsed by the Supervisory Board of CD PROJEKT S.A.:

- dividend amount **99 910 510 00 PLN**
- DPS\*: **1 PLN**
- dividend record date<sup>\*\*</sup>:  
**13 June 2023**
- dividend payment date<sup>\*\*\*</sup>:  
**20 June 2023**

\* Dividend per share

\*\* Day on which the right of each shareholder to collect the dividend is determined

\*\*\* Day on which the dividend is paid out to shareholders

1. 99 910 510 is the total number of Company shares outstanding less the number of shares held by the Company (860 290) as of the date of submission of draft resolutions to the General Meeting. The latter shares were acquired by the Company as a result of a buy-back program carried out between 5 and 24 October 2022. They are subject to redemption at the moment the corresponding decrease in the Company's share capital, previously approved by the General Meeting, is registered by the appropriate court.

2. Day on which CD PROJEKT shareholders must hold Company shares in their respective securities accounts in order to collect the dividend on 20 June 2023.



## Management Board and Supervisory Board – vote of discharge for 2022

### Composition of the Management Board of PROJEKT S.A. in 2022

#### Adam Kiciński – President of the Management Board

Associated with CD PROJEKT since its founding. Involved in establishing and managing a network of CD PROJEKT retail points, subsequently becoming the Marketing Director. Since 2004 co-directed the activities of CD PROJEKT RED related to developing the first game in The Witcher series. In 2009 he spearheaded CD PROJEKT's merger with the publicly traded Optimus, later becoming a member of the Company Board, and – in late 2010 – its CEO. He is also the Chairman of the Polish Games Association.

Oversees formulation of the Company's and its Capital Group's business strategies and supports their practical implementation. Coordinates Company activities in the scope of investor relations.

#### Marcin Iwiński – Vice President for international affairs<sup>3</sup>

Between 1994 and 2022, as co-founder and joint owner, he worked for CD PROJEKT Group companies, and was responsible for business growth and managing international contacts.

Coordinated the Company's policies and activities on the international stage. Participated in supervising and managing foreign member subsidiaries of the Company. Co-developed and coordinated publishing activities around the world. Coordinated and participated in shaping communication with gamers.

#### Piotr Nielubowicz – Vice President for Financial Affairs

Since 1999, as co-owner, he actively participates in the activities of CD PROJEKT Group member companies, among others as Board Member responsible for the financial, accounting and administrative branches.

Supervises the discharge of the Company's financial and nonfinancial reporting obligations; oversees financial, accounting and administrative branches of the Company. Participates in investor relations activities.

#### Adam Badowski – Board Member

Affiliated with the CD PROJEKT Group since 2002. As a 3D graphics designer and animator he took an active part in creating the initial team of developers working on The Witcher project in Łódź. As Board Member he has long been responsible for managing the studio and for development of CD PROJEKT RED games.

Heads the CD PROJEKT RED development studio which is owned by the Company. Co-develops the conceptual framework and artistic vision of projects carried out at CD PROJEKT RED.

3. On 4 October 2022 Mr. Marcin Iwiński tendered his resignation as Vice President of the Board for International Affairs and Member of the Management Board, effective at end of day on 31 December 2022. On 20 December 2022 the Extraordinary General Meeting of the Company appointed Mr. Iwiński to the Supervisory Board for its current terms of office, effective on 1 January 2023. On the same day Mr. Iwiński was appointed by the Supervisory Board of CD PROJEKT S.A. to serve as its Chairperson for the current term, effective on 1 January 2023.

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#### Michał Nowakowski – Board Member

Affiliated with the CD PROJEKT Group since 2005, first as the person in charge of international contacts and purchasing licenses in the framework of CD PROJEKT's publishing activities. A longstanding representative of CD PROJEKT RED, he manages the Studio's international contacts with collaborators and distributors of its products, while also managing the Studio's marketing branches. Member of the Association of Developers and Distributors of Entertainment Software (since 2008) and Board Member of the Polish Games Association (since 2015).

Co-develops and coordinates the Company's global publishing activities. Oversees formulation and implementation of the Company's sales policies.

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#### Piotr Karwowski – Board Member

His professional career began in 1998 when he joined CD PROJEKT. Over the years he has overseen the creation and development of CD PROJEKT and gram.pl online storefronts. He is one of the creators of GOG.com – a digital distribution platform launched in 2008. Since the platform's inception he has coordinated design and development work on the GOG.com storefront and later on the GOG Galaxy technology stack.

Supervises the Group's activities related to online games and services, as well as cybersecurity. Also responsible for the activities and development of the GOG.COM segment, and of GWENT

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#### Paweł Zawodny – Board Member<sup>4</sup>

Began his professional career in 1997 at the Wrocław-based Techland company, where, until 2016, he was responsible for gamedev activities and development of the studio, including as Board Member (since 2009). Joined the CD PROJEKT Group in 2018, initially as head of its Wrocław studio and currently as the Chief Technology Officer (CTO) and production head at CD PROJEKT RED.

Chief Technology Officer (CTO) and production head at CD PROJEKT RED. Responsible for the technological and organizational transformation of the CD PROJEKT RED studio.

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#### Jeremiah Cohn – Board Member<sup>4</sup>

His professional career involved appointments as marketing director, brand manager and game designer at global publishing corporations, including Activision, Warner Brothers, Atari and Electronic Arts. In 2014 he joined the CD PROJEKT Group as managing director and board member at CD PROJEKT Inc. – the Group's American subsidiary which operates in North America. He also sits on the board of The Molasses Flood studio.

Responsible for coordinating the work of marketing and communications departments as Chief Marketing Officer (CMO). Also manages the franchise development team.

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4. On 26 January 2022 the Supervisory Board voted to appoint Mr. Paweł Zawodny and Mr. Jeremiah Cohn to the Management Board of CD PROJEKT S.A. as its members, effective on 1 February 2022.



## Composition of the Supervisory Board of CD PROJEKT S.A. in 2022

### Katarzyna Szwarc – Chairperson of the Supervisory Board, Member of the Audit Committee<sup>5</sup>

Katarzyna Szwarc jest absolwentką Wydziału Prawa i Administracji Uniwersytetu Warszawskiego oraz IESE Business School University of Navarra – Advanced Management Program. Katarzyna Szwarc jest radcą prawnym wpisanym na listę Okręgowej Izby Radców Prawnych w Warszawie. Karierę zawodową rozpoczęła w 2003 r. jako asystent prawny biura zarządu Mennica Polska S.A. z siedzibą w Warszawie, gdzie w latach 2006-2007 pełniła funkcję specjalisty ds. prawnych, a następnie, w latach 2007-2010, kierownika działu prawnego. Jej aktualna działalność zawodowa obejmuje w szczególności pełnienie funkcji Przewodniczącej Rady Nadzorczej RockBridge TFI S.A. (od 2022 r.) oraz Przewodniczącej Rady Nadzorczej Newag S.A. (od 2022 r.).

### Piotr Pałowski – Deputy Chairperson of the Supervisory Board; Independent Member of the Audit Committee<sup>6\*</sup>

Graduated from the Warsaw Technical University, majoring in Electronics. Piotr Pałowski has worked for the IT industry since 1993. He began his career at Baza Sp. z o.o. and Westwood. In 1995 he joined Intel, assuming responsibility, among others, for the company's development strategy in Central and Eastern Europe. Between 2006 and 2011 he worked for Microsoft and was charged with overseeing activities on the Polish consumer market, including the launch of the Xbox 360 gaming console and development of online services. In the 2011-2015 period, as Board Member of HP Poland he directed the company's personal computers division, which – following a reorganization – became the personal computers and printing devices division. Between 2011 and 2021 he was a member of the Supervisory Board, and thereafter – a Board Member of Solwit S.A., a company that provides software-related services for clients in various industries. Mr. Pałowski is also affiliated with the Black Pearls VC investment fund as Chairman of its Supervisory Board. Since 2018 he has been developing his proprietary project in the cosmetics industry, called BIOUP. He also engages in mentoring activities related to technical innovation and supports innovative projects as an early-stage investor.

### Maciej Nielubowicz – Secretary of the Supervisory Board, Member of the Audit Committee

Graduated from the Warsaw University Faculty of Management, majoring in Accounting and Finance. Recipient of a SAIPEKS scholarship facilitating his employment in South Korea at AIG General Insurance and Ajin Extek, as well as studies at Kyungpook National University in Daegu. Between 2009 and 2015 he worked at Deloitte in the Financial Audit Department – Financial Services Industry team, where his tasks included reviews and audits of financial statement under Polish Accounting Standards and International Accounting Standards, as well as assessing compliance with the Sarbanes-Oxley Act and due diligence requirements. Since 2015 he has been affiliated with Grupa Generali Polska, where in 2018 he became Director of the Internal Audit Bureau at insurance companies grouped under the Concordia Ubezpieczenia brand.

### Michał Bień – Supervisory Board Member, independent member and Chairperson of the Audit Committee\*

Graduated from the Faculty of Law and Administration at the University of Warsaw in 1996. In 2001 he became a licensed solicitor and member of the Warsaw District Chamber of Solicitors, and later on – an attorney affiliated with the Warsaw Bar Association. His professional activity, conducted within the framework of international law firms in Poland and his personal legal practice, involved in particular providing legal advice in mergers and acquisitions, joint ventures, initial public offerings (IPOs), regulatory, corporate and contract matters concerning Polish and international businesses, including listed companies representing energy, oil and gas, telecommunications, media, private equity, banking, finance and insurance sectors.

5. On 20 December 2022 the Supervisory Board of the Company adopted a resolution dismissing Ms. Szwarc from the position of Chairperson of the Supervisory Board for its current term of office, effective on 1 January 2023, and appointing her to the position of Deputy Chairperson of the Supervisory Board for its current term of office.

6. On 4 October 2022 Mr. Pałowski tendered his resignation from the position of Member of the Supervisory Board and Member of the Audit Committee of the Company, effective at end of day on 31 December 2022.

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**Jan Łukasz Wejchert – member of the Supervisory Board, independent member of the Audit Committee\***

Obtained a bachelor's degree from Portobello Business College in Dublin in 1995, majoring in Finance and Economy. He began his professional career in 1995 at ING Barings as a capital market and structured finance analyst. Between May 1997 and September 1999 he was employed as a manager at Deutsche Morgan Grenfell.

Jan Łukasz Wejchert is the initiator and founder of numerous companies in the area of emerging technologies. In June 1999 he established Tenbit.pl – one of the first Polish entertainment portals, where he held the position of CEO until 2002. Between 1998 and 2012 Mr. Wejchert was a shareholder of ITI Holdings S.A.; in 2009-2012 he was also a member of that company's executive committee. In 2001 Mr. Wejchert became vice president of Onet.pl S.A. (later Grupa Onet.pl S.A.), where he subsequently held the position of CEO between 2004 and 2011. During this period he carried out a series of mergers and acquisitions, and oversaw the rollout of a range of innovative products and services. Between 2006 and 2011 Jan Łukasz Wejchert was Vice President of the Board of TVN S.A. in charge of developing online services. As a Board Member of Justtag Sp. z o.o. between its incorporation and 2014, Mr. Wejchert co-developed that company's growth strategy and managed its financial, budgeting and strategic operations. In 2012 Jan Łukasz Wejchert founded Dirlango Sp. z o.o. – a company which specializes in providing strategic advice to other commercial entities, including business process optimization, seeking out attractive investment opportunities, assessing the profitability of investments and support in securing outside financing.

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\* independence criterium specified in the European Commission recommendation no. 2005/162/EC of 15 February 2005 on the role of non-executive or supervisory directors of listed companies and on the committees of the (supervisory) board.

## Expressing an opinion concerning the CD PROJEKT S.A. Supervisory Board report on remuneration of members of the Management Board and Supervisory Board in 2022

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According to the provision of the Commercial Companies Code (Art. 395 § 21), the General Meeting is required to adopt a resolution expressing its opinion with regard to the CD PROJEKT S.A. Supervisory Board report on remuneration of members of the Management Board and Supervisory Board.

We invite you to familiarize yourself with the Report, which is available on the Company's corporate website at [www.cdprojekt.com](http://www.cdprojekt.com).

## Approval of the Supervisory Board annual report for 2022

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The need to vote on approving the Supervisory Board report for 2022 is due to observance, by the Company, of principle 2.11 of the [Best Practices for WSE Listed Companies, 2021](#) edition.

In line with the aforementioned principle, the Supervisory Board of CD PROJEKT S.A. prepares and submits to the Ordinary General Meeting an annual report covering the given financial year. The reports contains, among others, information regarding the composition of the Supervisory Board and its committees, identifying members which meet independence criteria, along with a list of activities undertaken by the Supervisory Board during the given year.

We invite you to familiarize yourself with the CD PROJEKT S.A. Supervisory Board report for 2022, which is part of the documentation submitted to the General Meeting, and can be found on the Company's [corporate website](#).

## Amendment to § 11, § 12 and § 19 of the Company Articles – standardizing names of positions held by Members of the Management Board

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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 names of 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 proposed changes, all persons which make up the Management Board will be referred to as Members of the Management Board, and will additionally use English names of their respective positions. 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.

## **Amendment to § 28 of the Company Articles – enabling payment of advance dividends**

The proposed amendment aims to enable the Management Board of the Company to optionally pay out advances on potential future dividends. As the current wording of the Company Articles does not permit such payments, the goal of the amendment is to adjust it in this scope.

## **Merger between CD PROJEKT S.A. and its subsidiary - SPOKKO sp. z o.o.**

The planned merger between CD PROJEKT S.A. and its subsidiary – SPOKKO sp. z o.o. – is a consequence of the 2022 decision to phase out The Witcher Monster Slayer – a mobile videogame project carried out by SPOKKO, and the planned involvement of a part of the studio's team in work on other projects underway at CD PROJEKT RED.

These decisions are consistent with the CD PROJEKT Group strategy update, published in October 2022, which calls for the Group to focus on its core activities and carry out mobile projects in collaboration with external partners. The merger will also simplify the organizational structure of the CD PROJEKT Group.

We invite you to familiarize yourself with:

- [Current Report no. 54/2022](#), which announces the decision concerning The Witcher: Monster Slayer, the SPOK-KO sp. z o.o. subsidiary, and the planned reorganization at the CD PROJEKT Group,
- [Current Report no. 14/2023](#), which announces the signing of a merger plan involving CD PROJEKT S.A. and its SPOKKO sp z o.o. subsidiary,
- [Current Report no. 15/2023](#), containing the first notice to CD PROJEKT S.A. shareholders concerning the Company's intent to merge with its SPOKKO sp. z o.o. subsidiary.

## Authorizing the Management Board of CD PROJEKT S.A. to purchase own shares for redemption

The resolution submitted to the General Meeting aims primarily to enable the Management Board to carry out future buy-back programs, where own shares are purchased for redemption. It also authorizes the Management Board to determine the means, conditions and procedures applicable to such buy-back programs.

The authorization is meant to supersede the previous authorization, issued on the basis of Resolution no. 22 of the Extraordinary General Meeting of 29 November 2016.

The proposed draft resolution does not impose any deadlines on which the authorization will expire. However, the maximum amount which the Company may allocate toward the purchase of own shares for redemption, inclusive of any purchasing costs, is 500 million PLN. In the Management Board's opinion the buy-back conditions specified in the resolutions are aligned with the interests of the Company and its shareholders.

## Discharge, by the General Meeting of CD PROJEKT S.A., of the duties of the approving authority of CD PROJEKT RED STORE sp. z o.o., with the Company acquired on 28 February 2023

Given the acquisition of CD PROJEKT RED STORE sp z o.o. by CD PROJEKT S.A., which took place on 28 February 2023, CD PROJEKT S.A. has entered into the rights and obligations of the target company. Consequently, the General Meeting of CD PROJEKT S.A. is asked to vote on the following:

- approval of annual reports of CD PROJEKT RED STORE sp. z o.o. for 2022,
- coverage of losses incurred by CD PROJEKT RED STORE sp. z o.o. in 2022,
- granting discharge to members of the Management Board of CD PROJEKT RED STORE sp. z o.o. on account on the performance of their duties in 2022

Information regarding the merger can be found on the [CD PROJEKT S.A. corporate website](#).



## Communication with shareholders

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CD PROJEKT strives to provide investors with equal access to reliable information concerning the Company's business activities. To this end, the Company employs a range of communication tools targeting individual investors, analysts representing brokerage houses and investment fund managers.

The Company responds to inquiries submitted by any of its shareholders, regardless of their capital involvement.

We encourage you to contact us:

Address: Jagiellońska 74, 03-301 Warszawa

e-mail: [gielda@cdprojekt.com](mailto:gielda@cdprojekt.com) Phone: +48 22 519 69 00

## Frequently asked questions

### Who is entitled to participate in the General Meeting (GM) of CD PROJEKT S.A. convened on 6 June 2023?

The right to participate in the General Meeting appertains specifically to those individuals who will have held at least one share of CD PROJEKT S.A. stock in their securities account sixteen days prior to the date of the General Meeting, i.e. on 21 May 2023 (this date is referred to as "Registration Day").

### What should I do to be able to participate in the General Meeting?

First, you have to be a shareholder of CD PROJEKT S.A. on the Registration Day. Furthermore, you need to contact the brokerage house which manages the securities account where your CD PROJEKT S.A. shares are deposited, and request a named certificate of eligibility for participation in the GM. Shareholders can do so between the day on which convocation of the GM is announced (10 May 2023) and the first business day following the Registration Day (21 May 2023).

The list of shareholders entitled to participate in the General Meeting will be collated by the Company on the basis of data obtained from the National Depository for Securities.

### How can I check who is on the list of shareholders entitled to participate in the GM?

The Company will provide each shareholder entitled to participate in the GM with access to the list of all shareholders entitled to participate in the GM. This list can be accessed at the registered seat of CD PROJEKT S.A. at Jagiellońska 74, Warsaw, between 9:00 and 16:00 throughout the three business days immediately preceding the General Meeting, i.e. on 1, 2 and 5 June 2023.

The list can also be obtained by e-mail sent to an address indicated by the shareholder. To arrange this method of delivery, please contact us at [wza@cdprojekt.com](mailto:wza@cdprojekt.com).

### Ordinary General Meeting of Shareholders – key information

**Date: 6 June 2023**

**Time: 10:00 CEST\***

### Means of participating:



in person, via a proxy  
or remotely



using electronic  
communication tools

### Key dates

- 10 May 2023 – convocation of the General Meeting
- 21 May 2023 – Registration Day
- 22 May 2023 – first business day following the Registration Day
- 1, 2 and 5 June 2023 – dates on which the list of shareholders entitled to participate in the General Meeting will be available for viewing at the Company's office
- 6 June 2023 – date of the General Meeting

\*All shareholders who wish to personally participate in the upcoming General Meeting are requested to arrive ahead of time and complete their registration by 10 a.m. CEST. The meeting room will be available for participants since 9:30 a.m. CEST.



### Do I have to be physically present at the Company HQ in Warsaw to take part in the General Meeting?

The Company provides shareholders with a remote participation option using electronic communication tools. Of course, physical participation at CD PROJEKT S.A. offices in Warsaw, will still be possible.

### I want to participate in the General Meeting and exercise my voting rights remotely using electronic communication tools – what do I need to do?

In order to participate in the GM and exercise voting rights remotely using electronic communication tools, you need to be a shareholder of the Company on the Registration Day and obtain a named certificate of eligibility from your brokerage house. Once these conditions are met, you need to – not later than 7 days prior to the GM – e-mail to [wza@cdprojekt.com](mailto:wza@cdprojekt.com) a properly filled out notification form, signed using your trusted profile or qualified electronic signature, or signed by traditional means and subsequently scanned and saved in PDF format ([you can download the notification template here](#)), together with documentation which enables us to identify you as a shareholder. Detailed information concerning the required documentation can be found in the [Terms and Conditions of Participation in the General Meeting of CD PROJEKT S.A. using Remote Electronic Communication Tools](#).

If a shareholder wishes to be represented at the GM by a proxy, we also need to receive documents which confirm that proxy rights have been granted. Further information can be found in the [Terms and Conditions of Participation in the General Meeting of CD PROJEKT S.A. using Remote Electronic Communication Tools](#).

Having obtained the required documents, CD PROJEKT will validate the eligibility of each applicant for participation in the General Meeting of the Company using electronic communication tools. If this validation is successful, not later than three days prior to the GM, the shareholder will receive detailed instructions concerning access to the GM voting platform, along with an initial login and password enabling them to register with the platform.

### I'm not sure if my network connection and laptop meet the technical requirements of participation in e-GM. How do I make sure?

Technical requirements related to remote participation in the GM using electronic communication tools can be found in [Appendix no. 1](#) to the Terms and Conditions of Participation in the General Meeting of CD PROJEKT S.A. using Remote Electronic Communication Tools. To make sure things are working as expected, the shareholder will be able to personally test the platform one day before the GM.

### As a shareholder, do I have to personally participate in the GM?

A shareholder who is a natural person may participate in the GM and exercise voting rights personally or through a proxy. A shareholder who is not a natural person may participate in the GM and exercise voting rights by being represented by a person authorized to issue declarations of will on their behalf, or by a proxy.

Detailed information concerning the required proxy authorization forms and other related conditions can be found in the [CD PROJEKT S.A. General Meeting Regulations](#) and the [Terms and Conditions of Participation in the General Meeting of CD PROJEKT S.A. using Remote Electronic Communication Tools](#).

### Who is authorized to submit draft resolutions?

According to the Commercial Companies Code, the right to demand that certain matters be included in the General Meeting agenda appertains to a shareholder or shareholders who collectively control at least 1/20 of the Company share capital.

The above-mentioned demand should be submitted to the Management Board of the Company not later than 21 days prior to the date of the General Meeting, i.e. by 16 May 2023.

The demand should be accompanied by a justification or by a draft resolution which relates to the proposed agenda item, and may be submitted by e-mail at [wza@cdprojekt.com](mailto:wza@cdprojekt.com).

Shareholders are entitled to submit to the Company, prior to the General Meeting date, in writing or by e-mail at [wza@cdprojekt.com](mailto:wza@cdprojekt.com), draft resolutions concerning matters added to the General Meeting agenda or additional matters which should be introduced to the General Meeting agenda.

At the General Meeting each shareholder of the Company may submit draft resolutions concerning matters on the General Meeting agenda.

Given the intent to apply Practice 4.8 of the Best Practices for WSE Listed Companies , draft resolutions concerning matters on the GM agenda should be submitted by shareholders not later than 3 days before the GM. Nevertheless, in line with Art. 401 § 5 of the Commercial Companies Code, any shareholder may also introduce draft resolutions concerning matters on the GM agenda while the Extraordinary General Meeting is in progress.

### Where can I find further information and documentation related to the General Meeting?

All documents related to matters on the General Meeting agenda or matters which are to be added to the General Meeting agenda prior to the General Meeting date, will be made available on the Company website at [www.cdprojekt.com](http://www.cdprojekt.com).

The above-mentioned documents include, among others:

- Notice of convocation of the GM, organizational information and meeting agenda,
- Draft resolutions which are to be considered at the GM, along with the corresponding justifications,
- Required forms (e.g. proxy authorization forms),
- Details concerning participation and exercise of voting rights using electronic communication tools.

The information and documentation related to the General Meeting available on [www.cdprojekt.com](http://www.cdprojekt.com) will be updated as necessary.

### What language can I use to address the General Meeting and exercise voting rights?

Documentation related to the General Meeting is prepared in Polish and fully translated into English. The General Meeting itself, at the CD PROJEKT HQ, will be held in Polish, with a live translation into English provided online. Tools which enable remote participation and exercise of voting rights are adapted to the needs of both Polish- and English-speaking participants<sup>7</sup>.

### Who to ask for help if I have questions concerning GM procedures?

Should you have any questions or concerns with regard to participation in the General Meeting, please contact the Company at [wza@cdprojekt.com](mailto:wza@cdprojekt.com).

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7. While we make every effort to ensure that the English translation remains faithful to the original, it may nevertheless contain discrepancies, omissions or approximations. In case of any differences between the Polish and English versions, the Polish version shall prevail. CD PROJEKT, its representatives and its employees decline all responsibility in this regard.

