

## **CD PROJEKT S.A. MANAGEMENT BOARD ANNOUNCEMENT CONCERNING CONVOCAION OF AN ORDINARY GENERAL MEETING**

Pursuant to Art. 399 § 1 of the Commercial Companies Code (hereinafter referred to as “**CCC**”) the Management Board of CD PROJEKT S.A. (hereinafter referred to as “**the Company**”) hereby convenes an Ordinary General Meeting of Shareholders (hereinafter referred to as “**the General Meeting**”) which will be held on 6 June 2023 at 10:00 a.m. at the Company headquarters (Warsaw, Jagiellońska 74) with the following agenda:

1. Opening of the General Meeting.
2. Election of General Meeting Chairperson.
3. Determining that the General Meeting has been validly convened and is empowered to undertake binding decisions.
4. Approval of General Meeting agenda.
5. 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.

## **Information for shareholders**

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

The Management Board wishes to declare that, in accordance with Art. 406 of the CCC, eligibility to participate in the General Meeting is restricted to parties who will have held Company stock sixteen days prior to the date of the General Meeting, i.e. on 21 May 2023 (the date of registration for participation in the General Meeting, hereinafter referred to as “**Registration Day**”).

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

Requests for registered certificates of eligibility for participation in the General Meeting must be submitted to operators of securities accounts between the date of announcement of the General Meeting, i.e. 10 May 2023, and the first business day following the Registration Day, i.e. 22 May 2023.

The list of shareholders entitled to participate in the General Meeting shall be prepared on the basis of lists provided by the National Depository for Securities (Krajowy Depozyt Papierów Wartościowych S.A.) The list of shareholders entitled to participate in the General Meeting shall be made available at the Company registered office (Warsaw, Jagiellońska 74) three weekdays prior to the General Meeting, i.e. on 1, 2 and 5 June 2023, between 9 a.m. and 4 p.m. Each shareholder may request the list to be

delivered to him/her free of charge by submitting a valid e-mail address. Such requests should be addressed to [wza@cdprojekt.com](mailto:wza@cdprojekt.com).

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

A shareholder or shareholders representing at least 1/20 of the Company share capital may demand that certain items be placed on the General Meeting agenda. Such demands should be submitted to the Management Board of the Company not later than twenty-one days prior to the General Meeting date, i.e. by 16 May 2023. Each demand should be accompanied by a justification or draft resolution to be undertaken at the General Meeting and may be submitted electronically at [wza@cdprojekt.com](mailto:wza@cdprojekt.com). Shareholders are entitled to submit to the Company, prior to the General Meeting date, draft resolutions concerning matters which are included or are expected to be included in the General Meeting agenda. Such draft resolutions should be submitted in writing or by e-mail at [wza@cdprojekt.com](mailto:wza@cdprojekt.com).

While the General Meeting is in progress, any shareholder may submit draft resolutions concerning the items placed on the meeting agenda, as well as ask questions concerning the issues placed on the meeting agenda of the General Meeting.

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

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

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

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

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

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

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

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

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

The Company does not impose an obligation to use the above-mentioned forms when granting proxy rights.

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

The General Meeting regulations do not provide for casting votes by traditional mail.

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

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

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

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

### ***General Meeting materials***

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

### ***Supplementary information***

Information pertaining to the General Meeting will be published on the Company website at [www.cdprojekt.com](http://www.cdprojekt.com). The Management Board wishes to clarify that all matters not directly addressed in this announcement are regulated by the CCC, the Company Articles and the applicable General Meeting regulations. As such, the Management Board advises all shareholders to familiarize themselves with the above-mentioned documents. Any questions or concerns related to participation in the General Meeting should be raised with the Company at +48 22 519 69 00 or by e-mail, at [wza@cdprojekt.com](mailto:wza@cdprojekt.com).

*Disclaimer: This English language translation has been prepared solely for the convenience of English speaking readers. Despite all the efforts devoted to this translation, certain discrepancies, omissions or approximations may exist. In case of any differences between the Polish and the English versions, the Polish version shall prevail. CD PROJEKT, its representatives and employees decline all responsibility in this regard.*