

**Documentation submitted for consideration  
to the Ordinary General Meeting of  
CD PROJEKT S.A. scheduled for 14 June 2024**

On 28 March 2024 the Company published its Annual Report, which included, among others, the following items:

- Financial statement of CD PROJEKT S.A. for 2023;
- Audit report concerning the financial statement of CD PROJEKT S.A. for 2023;
- Consolidated Financial Statement of the CD PROJEKT Capital Group for 2023;
- Audit report concerning the Consolidated Financial Statement of the CD PROJEKT Capital Group for 2023;
- Management Board report on CD PROJEKT Group activities in 2023;
- CD PROJEKT Group Sustainability Report for 2023,
- Independent limited assurance report on independent limited assurance engagement on selected indicators presented in the sustainability report of CD PROJEKT Group for the period from 1 January 2023 to 31 December 2023.

On 14 May 2024 the Supervisory Board adopted resolutions concerning adoption of:

- adoption of the CD PROJEKT S.A. Supervisory Board report on the remuneration of the Management Board and the Supervisory Board for 2023;
- Supervisory Board report concerning assessment of the Company Financial Statement for 2023, Management Board recommendation concerning allocation of net profit for 2023, Management Board Report on CD PROJEKT Group and CD PROJEKT S.A. activities in 2023 and Consolidated Financial Statement of the CD PROJEKT Group for 2023, along with report on the activities of the Supervisory Board in 2023, 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.

Moreover, on 14 May 2024:

- an Independent Auditor's Report on the performance of the service giving reasonable assurance on the assessment of the remuneration report has been issued.

**This documentation has been published on [www.cdprojekt.com](http://www.cdprojekt.com) and is also available at the Company headquarters.**

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The following resolutions of the Supervisory Board are submitted to the Ordinary General Meeting:

**Resolution no. 1  
of 16 April 2024  
of the Supervisory Board of CD PROJEKT S.A.  
on the assessment of the proposal of the Management Board  
on the allocation of net profit for 2023**

The Supervisory Board of CD PROJEKT S.A. headquartered in Warsaw (the “**Company**”), acting pursuant to Art. 382 § 3 point 2) of the Commercial Companies Code has decided the following:

**§ 1.**

Following an assessment of the Financial Statement of the Company for 2023 and the motion of the Management Board regarding allocation of net profit included in resolution of the Management Board of the Company no. 7/2024 of 28 March 2024 *on the adoption and submitting to the Supervisory Board and the Annual General Meeting of the motion regarding the allocation of the net profit*, the Supervisory Board recommends the following allocation of net profit for 2023 in the amount of **474,705,302.51** (four hundred seventy four million seven hundred and five thousand three hundred and two 51/100) PLN, **decreased by the amount of 30,617,741.79** (thirty million six hundred seventeen thousand seven hundred forty one 79/100) PLN, constituting:

- a) the negative value of the retained earnings (accumulated losses) from previous years in the amount of **1,937,508.98** (one million nine hundred thirty seven thousand five hundred and eight 98/100) PLN, resulting from the correction of the error (related to entered provisions for holiday pay for previous years); and
- b) the negative value of retained earnings (accumulated losses) of the entities acquired by the Company (SPOKKO sp. z o.o. and CD PROJEKT RED STORE sp. z o.o.) in the amount of **28,680,232.81** (twenty eight million six hundred and eighty thousand two hundred and thirty two 81/100) PLN,

that is **444,087,560.72** (four hundred and forty-four million eighty-seven thousand five hundred and sixty 72/100) PLN to be allocated as follows:

- i. the amount of **99,910,510.00** (ninety nine million nine hundred and ten thousand five hundred and ten 00/100) PLN, is **to be divided among the shareholders** by issuing a dividend at **1.00** (one 00/100) PLN per one share;
- ii. the remaining part of the profit, i.e. **344,177,050.72** (three hundred forty four million one hundred and seventy seven thousand fifty 72/100) PLN is to be allocated **to the reserve capital of the Company.**

**Resolution no. 1  
of 14 May 2024  
of the Supervisory Board of CD PROJEKT S.A.**

**concerning assessment of the Financial Statement of the Company for 2023, Management Board recommendation concerning allocation of net profit for 2023, Management Board report on CD PROJEKT Group activities in 2023, Consolidated Financial Statement of the CD PROJEKT Group for 2023, and approval and submission to the General Meeting of the results of assessment of the Financial Statement of the Company for 2023, Management Board recommendation concerning allocation of net profit for 2023, Management Board report on CD PROJEKT Group activities in 2023 and Consolidated Financial Statement of the CD PROJEKT Group for 2023, along with the Supervisory Board report on the activities of the Supervisory Board in 2023, 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**

Pursuant to Art. 382 § 3, art. 382 § 3<sup>1</sup> of the Commercial Companies Code and item 2.11 of the Best Practices for WSE Listed Companies, the Supervisory Board has decided the following:

**§ 1.**

1. Having carried out an assessment of:
  - 1) the Financial Statement of the Company for 2023;
  - 2) The audit report concerning the annual financial statement for 2023, submitted by an independent auditorThe Supervisory Board confirms that the Financial Statement of CD PROJEKT S.A. for 2023 is materially consistent with the existing accounts and documents, as well as factually correct.
2. The Supervisory Board submits the Financial Statement of the Company for 2023 to the General Meeting along with a motion for its approval.

**§ 2.**

1. Having carried out an assessment of:
  - a) the Consolidated Financial Statement of the CD PROJEKT Group for 2023
  - b) the Management Board report on the CD PROJEKT Group activities in 2023,
  - c) CD PROJEKT Group Sustainability Report for 2023,
  - d) the audit report concerning the annual consolidated financial statement of CD PROJEKT Group for 2023, submitted by an independent auditor,the Supervisory Board declares that the Consolidated Financial Statement of the CD PROJEKT Group for 2023 and the Management Board report on the CD PROJEKT Group activities in 2023, including CD PROJEKT Group Sustainability Report for 2023, are materially consistent with the existing accounts and documents, as well as factually correct.
2. The Supervisory Board submits the Consolidated Financial Statement of the CD PROJEKT Group for 2023 and the Management Board report on the activities of the CD PROJEKT Group and CD PROJEKT S.A. in 2023 to the General Meeting - along with a motion for their approval.

**§ 3.**

The Supervisory Board hereby confirms its assessment of Management Board recommendation regarding allocation of net profit for 2023 made by way of resolution of the Supervisory Board no. 1 of 16 April 2024 in which the Supervisory Board recommended to the Ordinary General Meeting of the Company that the net profit for 2023 amounting to PLN 474,705,302.51, decreased by the amount of PLN 30,617,741.79 constituting (indicated in the periodic reports for the financial year 2023) the negative value of the retained earnings from previous years should be allocated as follows:

- 1) the amount of PLN 344,177,050.72 is to be allocated to the Company's reserve capital;
- 2) the amount of PLN 99,910,510.00 is to be divided among shareholders by issuing a dividend at 1.00 (one) PLN per each share of the Company.

**§ 4.**

The Supervisory Board adopts and submits to the General Meeting the Supervisory Board concerning assessment of the Company Financial Statement for 2023, Management Board recommendation concerning allocation of net profit for 2023, Management Board Report on CD PROJEKT Group and CD PROJEKT S.A. activities in 2023 and Consolidated Financial Statement of the CD PROJEKT Group for 2023, along with report on the activities of the Supervisory Board in 2023, 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, as appended to this resolution, along with a motion for its approval.

**§ 5.**

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

**Resolution no. 2  
of 14 May 2024  
of the Supervisory Board of CD PROJEKT S.A.  
concerning approval of the CD PROJEKT S.A. Supervisory Board report on remuneration  
of members of the Management Board and Supervisory Board in 2023**

Acting under Art. 90g section 1 of the Act of 29 July 2005 on public offering, conditions for introducing financial instruments to organized trading and public companies (JL 2024, item 620), the Supervisory Board has decided the following:

**§ 1.**

1. The Supervisory Board hereby approves the CD PROJEKT S.A. Supervisory Board report on the remuneration of members of the Management Board and Supervisory Board in 2023 (“**Remuneration Report**”) as annexed to this resolution (Annex 1), and submits the Remuneration Report to Grant Thornton Polska PSA with a registered seat in Poznań (“**the Auditor**”) for an assessment of the completeness of the disclosures provided, as specified in Art 90g of the Act on public offering, conditions for introducing financial instruments to organized trading and public companies.
2. The Supervisory Board declares that the Remuneration Report is complete under the applicable legal regulations, i.e. contains all disclosures listed in Art. 90g sections 1-5 and 8 of the Act on public offering, and covers all Members of the Management Board and Supervisory Board, along with persons closely related thereto, and all components of their respective remuneration packages.
3. The Supervisory Board hereby approves the Supervisory Board statement addressed to the Auditor concerning the responsibility of the Supervisory Board for preparation and completeness of disclosures contained in the Remuneration Report, as annexed to this resolution (Annex 2).
4. The Supervisory Board submits the Remuneration Report to the General Meeting for approval following the Auditor’s assessment, as specified in section 1 above.

**§ 2.**

The resolution enters into force on the date of its adoption.

**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.*