

CONVOCAATION OF THE EXTRAORDINARY GENERAL MEETING

The Management Board of CD PROJEKT S.A. with its registered seat in Warsaw (the “**Company**”), acting pursuant to Art. 399 § 1 of the Commercial Companies Code (“**CCC**”), in association with the filing on 17 October 2024, pursuant to Art. 400 § 1 of CCC, by an eligible shareholder Mr. Marcin Iwiński, of a request to convene the Extraordinary General Meeting (as previously disclosed by the Company in Current Report no. 24/2024), convenes an Extraordinary General Meeting (the “**General Meeting**”) to be held on 28 November 2024 at 10:00 a.m. CET at the Company headquarters (Warsaw, Jagiellońska 74) with the following agenda.

1. Opening of the General Meeting.
2. Election of the General Meeting Chairperson.
3. Determining that the General Meeting has been validly convened and is empowered to undertake binding resolutions.
4. Approval of the General Meeting agenda.
5. Adoption of a resolution regarding dismissal of Marcin Piotr Iwiński from the position of Member of the Supervisory Board of the Company of the current term.
6. Adoption of a resolution regarding appointment of Marcin Piotr Iwiński as Member of the Supervisory Board of the Company for a new term.
7. Adoption of a resolution regarding appointment of Beata Cichocka-Tylman as Member of the Supervisory Board of the Company for a new term.
8. Adoption of a resolution regarding appointment of David Gardner as Member of the Supervisory Board of the Company for a new term.
9. Adoption of a resolution regarding appointment of Adam Michał Kiciński as Member of the Supervisory Board of the Company for a new term.
10. Adoption of a resolution regarding appointment of Agnieszka Katarzyna Słomka-Gołębiowska as Member of the Supervisory Board of the Company for a new term.
11. Adoption of a resolution regarding amendments to § 12 of the Articles of Association of the Company.
12. Adoption of a resolution regarding amendments to § 18, § 19, § 20 and § 22 of the Articles of Association of the Company.
13. Adoption of a resolution regarding amendments to § 21 of the Articles of Association of the Company.
14. Adoption of a resolution regarding amendments to § 28 of the Articles of Association of the Company.
15. Adoption of a resolution regarding changes in remuneration of Members of the Supervisory Board of the Company.
16. Adoption of a resolution regarding amendments to the General Meeting Regulations of the Company.
17. Adoption of a resolution regarding determination of the Earnings Condition for years 2025-2028 in the Incentive Program B.
18. Adoption of a resolution regarding assignment of costs related to the convocation and organization of the General Meeting.
19. Conclusion of the General Meeting.

Information for shareholders

Eligibility to participate in the General Meeting

The Management Board of the Company wishes to declare that, in accordance with Art. 406¹ of 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 12 November 2024 (the date of registration for participation in the General Meeting, hereinafter referred to as the “**Registration Day**”).



The list of shareholders, holding 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. 31 October 2024, and the first business day following the Registration Day, i.e. 13 November 2024.

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 business days prior to the General Meeting, i.e. on 25, 26 and 27 November 2024, between 9 a.m. and 4 p.m. CET. Each shareholder may request the list to be delivered to her/him free of charge by submitting a valid e-mail address. Such requests should be addressed to 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 7 November 2024. 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. 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.

While the General Meeting is in progress, any participating shareholder may introduce draft resolutions concerning the items included on the meeting agenda, as well as ask questions concerning existing agenda items.

Participation in the General Meeting and exercise of voting rights

A shareholder who is also a natural person may participate in the General Meeting and exercise voting rights personally or through a plenipotentiary. 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 plenipotentiaries. Each plenipotentiary 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.

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

- 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.
- 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 plenipotentiary 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 plenipotentiary while the attendance list is being collated:

- 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;
- 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 plenipotentiary 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 plenipotentiary, the Management Board of the Company reserves the right to demand the following documents of the plenipotentiary, while the attendance list is being collated:

- For plenipotentiaries who are natural persons – a copy of a national ID, passport or other official document confirming the identity of the plenipotentiary;
- For plenipotentiaries who are not natural persons – the certificate of registration or any other document confirming that the natural person (or natural persons) are authorized to represent the plenipotentiary 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. 402³ § 1 item 5 of CCC enabling plenipotentiaries to exercise voting rights are available on the Company website at www.cdprojekt.com.

The Company does not impose an obligation to use the above mentioned forms when appointing plenipotentiaries.

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

The Company does not enable 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.cdprojekt.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 and additionally at the Company registered office (Warsaw, Jagiellońska 74) between 9 a.m. and 4 p.m. CET.

Supplementary information



Information pertaining to the General Meeting will be published on the Company website at www.cdprojekt.com. The Management Board wishes to clarify that all matters not directly addressed in this announcement are regulated by 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.

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.