

**The content of resolutions of the Extraordinary General Meeting
of CD PROJEKT S.A. convened on 28 November 2024**

**Resolution no. 1
of 28 November 2024
of the Extraordinary General Meeting
of CD PROJEKT S.A., headquartered in Warsaw
*regarding the election of the General Meeting Chairperson***

§ 1.

The General Meeting of the Company, pursuant to Art. 409 § 1 and Art. 420 § 2 of the Commercial Companies Code, hereby appoints Mr. Mateusz Bednarz as General Meeting Chairperson, with the election having taken place in a secret ballot.

§ 2.

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

The resolution was adopted in a secret ballot with 57.627.962 votes for, no votes against and 1 vote abstaining. 57.627.963 shares took part in the vote, constituting 57,68% of the share capital, on which valid votes were cast. The total number of valid votes was 57.627.963.

**Resolution no. 2
of 28 November 2024
of the Extraordinary General Meeting
of CD PROJEKT S.A., headquartered in Warsaw
*regarding approval of the General Meeting agenda***

§ 1.

The General Meeting of the Company hereby approves the following agenda of the General Meeting published on the Company website on 31 October 2024 and in Current Report no. 25/2024 of 31 October 2024, to wit:

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.

§ 2.

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

The resolution was adopted in an open ballot with 57.627.962 votes for, no votes against and 1 vote abstaining. 57.627.963 shares took part in the vote, constituting 57,68% of the share capital, on which valid votes were cast. The total number of valid votes was 57.627.963.

**Resolution no. 3
of 28 November 2024
of the Extraordinary General Meeting
of CD PROJEKT S.A. headquartered in Warsaw
regarding dismissal of Marcin Piotr Iwiński
from the position of Member of the Supervisory Board of the Company of the current term**

§ 1.

The General Meeting of the Company, pursuant to Art. 385 § 1 of the Commercial Companies Code and § 18 section 1 of the Articles of Association of the Company, hereby dismisses Marcin Piotr Iwiński from the position of Member of the Supervisory Board of the Company of the current term, effective as of the end of day on 31 December 2024.

§ 2.

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

The resolution was adopted in a secret ballot with 56.579.284 votes for, 1.043.482 votes against and no votes abstaining. 57.627.963 shares took part in the vote, constituting 57,68% of the share capital, on which valid votes were cast. The total number of valid votes was 57.627.963.

**Resolution no. 4
of 28 November 2024
of the Extraordinary General Meeting
of CD PROJEKT S.A. headquartered in Warsaw
regarding appointment of Marcin Piotr Iwiński as Member
of the Supervisory Board of the Company for a new term**

§ 1.

The General Meeting of the Company, pursuant to Art. 385 § 1 of the Commercial Companies Code and § 18 section 1 of the Articles of Association of the Company, hereby appoints Marcin Piotr Iwiński as Member of the Supervisory Board of the Company for a new term, effective as of 1 January 2025.

§ 2.

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

The resolution was adopted in a secret ballot with 57.145.062 votes for, 481.575 votes against and 1.326 votes abstaining. 57.627.963 shares took part in the vote, constituting 57,68% of the share capital, on which valid votes were cast. The total number of valid votes was 57.627.963.

Resolution no. 5
of 28 November 2024
of the Extraordinary General Meeting
of CD PROJEKT S.A. headquartered in Warsaw
regarding appointment of Beata Cichocka-Tylman as Member
of the Supervisory Board of the Company for a new term

§ 1.

The General Meeting of the Company, pursuant to Art. 385 § 1 of the Commercial Companies Code and § 18 section 1 of the Articles of Association of the Company, hereby appoints Beata Cichocka-Tylman as Member of the Supervisory Board of the Company for a new term, effective as of 1 January 2025.

§ 2.

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

The resolution was adopted in a secret ballot with 57.625.671 votes for, 966 votes against and 1.326 votes abstaining. 57.627.963 shares took part in the vote, constituting 57,68% of the share capital, on which valid votes were cast. The total number of valid votes was 57.627.963.

Resolution no. 6
of 28 November 2024
of the Extraordinary General Meeting
of CD PROJEKT S.A. headquartered in Warsaw
regarding appointment of David Gardner as Member
of the Supervisory Board of the Company for a new term

§ 1.

The General Meeting of the Company, pursuant to Art. 385 § 1 of the Commercial Companies Code and § 18 section 1 of the Articles of Association of the Company, hereby appoints David Gardner as Member of the Supervisory Board of the Company for a new term, effective as of 1 January 2025.

§ 2.

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

The resolution was adopted in a secret ballot with 57.625.671 votes for, 966 votes against and 1.326 votes abstaining. 57.627.963 shares took part in the vote, constituting 57,68% of the share capital, on which valid votes were cast. The total number of valid votes was 57.627.963.

Resolution no. 7
of 28 November 2024
of the Extraordinary General Meeting
of CD PROJEKT S.A. headquartered in Warsaw
regarding appointment of Adam Michał Kiciński as Member
of the Supervisory Board of the Company for a new term

§ 1.

The General Meeting of the Company, pursuant to Art. 385 § 1 of the Commercial Companies Code and § 18 section 1 of the Articles of Association of the Company, hereby appoints Adam Michał

Kiciński as Member of the Supervisory Board of the Company for a new term, effective as of 1 January 2025.

§ 2.

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

The resolution was adopted in a secret ballot with 57.423.521 votes for, 203.116 votes against and 1.326 votes abstaining. 57.627.963 shares took part in the vote, constituting 57.68% of the share capital, on which valid votes were cast. The total number of valid votes was 57.627.963.

**Resolution no. 8
of 28 November 2024
of the Extraordinary General Meeting
of CD PROJEKT S.A. headquartered in Warsaw
regarding appointment of Agnieszka Katarzyna Słomka-Gołębiowska
as Member of the Supervisory Board of the Company for a new term**

§ 1.

The General Meeting of the Company, pursuant to Art. 385 § 1 of the Commercial Companies Code and § 18 section 1 of the Articles of Association of the Company, hereby appoints Agnieszka Katarzyna Słomka-Gołębiowska as Member of the Supervisory Board of the Company for a new term, effective as of 1 January 2025.

§ 2.

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

The resolution was adopted in a secret ballot with 57.094.082 votes for, 268.269 votes against and 265.612 votes abstaining. 57.627.963 shares took part in the vote, constituting 57,68% of the share capital, on which valid votes were cast. The total number of valid votes was 57.627.963.

**Resolution no. 9
of 28 November 2024
of the Extraordinary General Meeting
of CD PROJEKT S.A. headquartered in Warsaw
concerning amendments to § 12 of the Articles of Association of the Company**

The General Meeting of the Company, acting under Art. 430 § 1 of the Commercial Companies Code, hereby decides to amend the Articles of Association of the Company as follows:

§ 1.

The existing § 12 section 1 of the Articles of Association of the Company is given the following form:

1. *“Members of the Management Board are appointed and dismissed by the Supervisory Board. Members of the Management Board are appointed for a joint four-year term.”*

§ 2.

The Supervisory Board is hereby authorized to collate the unified text of the Articles of Association of the Company incorporating amendments introduced by this resolution.

§ 3.

The resolution enters into force on the moment of its adoption. The resolution will become effective on the date the amended Articles of Association of the Company are registered by the appropriate registry court.

The resolution was adopted in an open ballot with 57.627.962 votes for, no votes against and 1 vote abstaining. 57.627.963 shares took part in the vote, constituting 57,68% of the share capital, on which valid votes were cast. The total number of valid votes was 57.627.963.

Resolution no. 10
of 28 November 2024
of the Extraordinary General Meeting
of CD PROJEKT S.A. headquartered in Warsaw
concerning amendments to § 18, § 19, § 20 and § 22 of the Articles of Association of the Company

The General Meeting of the Company, acting under Art. 430 § 1 of the Commercial Companies Code, hereby decides to amend the Articles of Association of the Company as follows:

§ 1.

The existing § 18 section 1 of the Articles of Association of the Company is given the following form:

1. *“Members of the Supervisory Board members are appointed and dismissed by the General Meeting. Members of the Supervisory Board are appointed for a joint four-year term. The Supervisory Board elects, from among its members, its Chair and Deputy Chair. The Supervisory Board may appoint two of its members as Chairs, in which case each of these appointees will be referred to as the Co-Chairs. Under such circumstances, the duties and prerogatives of the Chair arising under law, the Articles of Association of the Company and internal Company by-laws, will be equally discharged by each Co-Chair. In case of a dispute over competence between Co-Chairs, the decisive decision will rest with the Co-Chair with the longer record of work in the Supervisory Board of the Company (calculated jointly, that is also taking into account all concluded terms, and irrespective of any gaps between them).”*

§ 2.

The existing § 19 section 1 of the Articles of Association of the Company is given the following form:

1. *“Except as regulated by specific provisions of the applicable laws, the Supervisory Board may adopt resolutions at meetings or outside of meetings, i.e. in writing or using means of direct remote communication. Regardless of mode, Supervisory Board resolutions are adopted by an absolute majority of votes, with the exception of matters specified in section 3 below.”*

§ 3.

The existing § 19 section 2 of the Articles of Association of the Company is given the following form:

2. *“Resolutions adopted at Supervisory Board meetings are valid if all Members of the Supervisory Board have been invited to the given meeting, and at least four Members of the Supervisory Board attend the meeting. Meetings of the Supervisory Board may also be attended remotely, using means of direct remote communication.”*

§ 4.

The existing § 20 section 1 of the Articles of Association of the Company is given the following form:

1. *“Either the Management Board or any Member of the Supervisory Board may demand the convening of a meeting of the Supervisory Board, and submit a draft agenda. The demand must be submitted to the person discharging the duties of the Chair of the Supervisory Board. The meeting is convened by the person discharging the duties of the Chair of the Supervisory Board no later than two weeks following submission of the corresponding demand.”*

§ 5.

The existing § 20 section 3 of the Articles of Association of the Company is given the following form:

3. *“Repealed.”*

§ 6.

The existing § 22 of the Articles of Association of the Company is given the following form:

“When no Chair of the Supervisory Board (including Co-Chairs) is present or able to discharge the said duties, they shall instead be discharged by the Deputy Chair.”

§ 7.

The Supervisory Board is hereby authorized to collate the unified text of the Articles of Association incorporating amendments introduced by this resolution.

§ 8.

The resolution enters into force on the moment of its adoption. The resolution will become effective on the date the amended Articles of Association of the Company are registered by the appropriate registry court.

The resolution was adopted in an open ballot with 53.939.178 votes for, 23.934 votes against and 3.664.851 votes abstaining. 57.627.963 shares took part in the vote, constituting 57,68% of the share capital, on which valid votes were cast. The total number of valid votes was 57.627.963.

**Resolution no. 11
of 28 November 2024
of the Extraordinary General Meeting
of CD PROJEKT S.A. headquartered in Warsaw
concerning amendments to § 21 of the Articles of Association of the Company**

The General Meeting of the Company, acting under Art. 430 § 1 of the Commercial Companies Code, hereby decides to amend the Articles of Association of the Company as follows:

§ 1.

The existing § 21 section 2 item (b) of the Articles of Association of the Company is given the following form:

b) *“approval of the establishment of Company branches,”*

§ 2.

The existing § 21 section 2 item (c) of the Articles of Association of the Company is given the following form:

c) *“selection of audit firms to perform audits of financial statements and attestation of sustainability reporting,”*

§3.

The existing § 21 section 2 item (c) of the Articles of Association of the Company is given the following form:

d) *“repealed,”*

§ 4.

The Supervisory Board is hereby authorized to collate the unified text of the Articles of Association incorporating amendments introduced by this resolution.

§ 5.

The resolution enters into force on the moment of its adoption. The resolution will become effective on the date the amended Articles of Association of the Company are registered by the appropriate registry court.

The resolution was not adopted in an open ballot with 37.765.828 votes for, 16.197.284 votes against and 3.664.851 votes abstaining. 57.627.963 shares took part in the vote, constituting 57,68% of the share capital, on which valid votes were cast. The total number of valid votes was 57.627.963.

**Resolution no. 12
of 28 November 2024
of the Extraordinary General Meeting
of CD PROJEKT S.A. headquartered in Warsaw
concerning amendments to § 28 of the Articles of Association of the Company**

The General Meeting of the Company, acting under Art. 430 § 1 of the Commercial Companies Code, hereby decides to amend the Articles of Association of the Company as follows:

§ 1.

The existing § 28 section 5 of the Articles of Association of the Company is given the following form:

5. *“The use of supplementary and reserve capitals is decided by the General Meeting. Amounts from profit accumulated in the reserve capital may be allocated towards payment of dividends pursuant to Art. 348 § 1 of the Commercial Companies Code. A portion of the reserve capital equivalent to one third of the share capital may be allocated only towards coverage of losses reported in the financial statement.”*

§ 2.

The Supervisory Board is hereby authorized to collate the unified text of the Articles of Association incorporating amendments introduced by this resolution.

§ 3.

The resolution enters into force on the moment of its adoption. The resolution will become effective on the date the amended Articles of Association of the Company are registered by the appropriate registry court.

The resolution was adopted in an open ballot with 57.627.962 votes for, no votes against and 1 vote abstaining. 57.627.963 shares took part in the vote, constituting 57,68% of the share capital, on which valid votes were cast. The total number of valid votes was 57.627.963.

**Resolution no. 13
of 28 November 2024
of the Extraordinary General Meeting
of CD PROJEKT S.A. headquartered in Warsaw
concerning changes in the remuneration of Members of the Supervisory Board of the Company**

The General Meeting of the Company, acting under Art. 392 § 1 of the Commercial Companies Code and § 18 section 2 of the Articles of Association of the Company hereby decides as follows:

§ 1.

The General Meeting of the Company sets:

- a) the fixed gross monthly remuneration of the Chair of the Supervisory Board of the Company (including any Co-Chairs) at 40 000 PLN (forty thousand PLN);

- b) the fixed gross monthly remuneration of the Deputy Chair of the Supervisory Board of the Company at 22 000 PLN (twenty two thousand PLN);
- c) the fixed gross monthly remuneration of Members of the Supervisory Board of the Company at 15 000 PLN (fifteen thousand PLN).

§ 2.

The General Meeting of the Company sets:

- a) the fixed gross monthly remuneration for additional participation in the Audit Committee as a Member thereof at 3 000 PLN (three thousand PLN);
- b) the fixed gross monthly remuneration for additional participation in the Audit Committee as the Chair thereof at 5 000 PLN (five thousand PLN).

§3.

The resolution enters into force on 1 January 2025.

The resolution was adopted in an open ballot with 57.627.363 votes for, 599 votes against and 1 vote abstaining. 57.627.963 shares took part in the vote, constituting 57,68% of the share capital, on which valid votes were cast. The total number of valid votes was 57.627.963.

**Resolution no. 14
of 28 November 2024
of the Extraordinary General Meeting
of CD PROJEKT S.A. headquartered in Warsaw
regarding amendments to the General Meeting Regulations of the Company**

The General Meeting of the Company hereby decides to amend the existing CD PROJEKT S.A. General Meeting Regulations adopted by resolution no. 23 of the Ordinary General Meeting of the Company of 7 May 2013 (the “**Regulations**”) as follows:

§ 1.

The existing § 2 section 3 of the Regulations is given the following form:

- 3. *“The Management Board of the Company participates in the General Meeting to the extent required to address matters on the General Meeting agenda and provide substantial answers to questions raised at the General Meeting.”*

§ 2.

The existing § 2 section 6 of the Regulations is given the following form:

- 6. *“Representatives of the media are allowed to participate in the General Meeting unless the General Meeting Chairman decides otherwise.”*

§ 3.

The existing § 2 of the Regulations is extended with two additional sections numbered 8 and 9 respectively:

- 8. *“A shareholder may participate in the General Meeting and exercise voting rights personally or through a plenipotentiary.*
- 9. *Plenipotentiary authorization concerning participation in the General Meeting and exercise of voting rights must be issued in writing or in electronic form. Plenipotentiary authorization issued in electronic form does not require a qualified electronic signature. The Company must be notified by the shareholder of the fact that plenipotentiary authorization concerning participation in the General Meeting in electronic form have been granted or revoked – this is done by sending an e-mail message sent to the address indicated each time by the Management Board in its announcement of the convocation of the General Meeting.”*

§ 4.

The existing § 3 section 1 of the Regulations is given the following form:

1. *“The General Meeting is opened by the person discharging the duties of Chair of the Supervisory Board, or the Deputy Chair of the Supervisory Board. If none of those persons are present, the General Meeting may be opened by any person appointed for this task by the Management Board.”*

The existing § 3 section 2 of the Regulations is given the following form:

2. *“Repealed.”*

§ 5.

The existing § 5 section 6 of the Regulations is given the following form:

6. *“The Ballot Committee is tasked with overseeing proper conduct of voting, operation of the IT infrastructure used for voting, tallying votes and notifying the General Meeting Chairman of the outcome of voting, and performing any other actions required to facilitate voting.”*

§ 6.

The existing § 7 section 1 of the Regulations is given the following form:

“Election of Members of the Supervisory Board of the Company proceeds in agreement with the applicable legal provisions, provisions of the Articles of Association of the Company, these Regulations as well as any other internal by-laws of the Company.”

§ 7.

The existing § 7 section 2 of the Regulations is given the following form:

“Repealed.”

§ 8.

The existing § 7 section 3 of the Regulations is given the following form:

“Repealed.”

§ 9.

The existing § 7 section 4 of the Regulations is given the following form:

“Repealed.”

§ 10.

The Management Board is hereby authorized to collate the unified text of the Regulations incorporating amendments introduced by this resolution.

§ 11.

The resolution enters into force on the moment of its adoption. Amendments to the Regulations will become effective upon the opening of the subsequent General Meeting of the Company.

The resolution was adopted in an open ballot with 57.627.963 votes for, no votes against and no votes abstaining. 57.627.963 shares took part in the vote, constituting 57,68% of the share capital, on which valid votes were cast. The total number of valid votes was 57.627.963.

**Resolution no. 15
of 28 November 2024
of the Extraordinary General Meeting
of CD PROJEKT S.A. headquartered in Warsaw
regarding determination of the Earnings Condition
for years 2025-2028 in the Incentive Program B**

The General Meeting of the Company, given the adoption, on 18 April 2023, of resolution no. 7 of the Extraordinary General Meeting of the Company concerning introduction of Incentive Program B for the financial years 2023-2027 (“**Incentive Program B Resolution**”), hereby decides as follows:

§ 1.

1. The General Meeting of the Company, at the request of the Management Board of the Company, acting under § 3 section 5 of the Incentive Program B Resolution, hereby resolves to determine the Earnings Condition for the financial years 2025-2028 at 4 000 000 000 (in words: four billion) PLN.
2. The Earnings Condition corresponds to the consolidated net earnings from continuing operations of the CD PROJEKT Group in a given period of 4 (four) financial years – as defined by § 3 section 1 item (a) of the Incentive Program B Resolution.

§ 2.

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

The resolution was adopted in an open ballot with 57.090.083 votes for, 537.880 votes against and no votes abstaining. 57.627.963 shares took part in the vote, constituting 57,68% of the share capital, on which valid votes were cast. The total number of valid votes was 57.627.963.

**Resolution no. 16
of 28 November 2024
of the Extraordinary General Meeting
of CD PROJEKT S.A. headquartered in Warsaw
regarding assignment of costs related to the convocation and organization of the General Meeting**

§ 1.

The General Meeting of the Company, acting under Art. 400 § 4 of the Commercial Companies Code, hereby decides that costs related to the convocation and organization of this Extraordinary General Meeting shall be incurred by the Company.

§ 2.

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

The resolution was adopted in an open ballot with 67.627.364 votes for, 599 votes against and no votes abstaining. 57.627.963 shares took part in the vote, constituting 57,68% of the share capital, on which valid votes were cast. The total number of valid votes was 57.627.963.

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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.