

English translation

Draft resolutions of the Ordinary General Meeting of Shareholders of CD PROJEKT S.A. convened on June 23, 2025

Resolution No. 1 of June 23, 2025 of the Ordinary General Meeting of Shareholders of CD PROJEKT S.A., headquartered in Warsaw *concerning 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./Ms. [___] 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.

Management Board justification concerning Resolution no. 1:

The resolution is technical in character. The requirement to elect a chairperson immediately after the opening of the General Meeting stems from Art. 409 § 1 of the Commercial Companies Code.

Resolution No. 2 of June 23, 2025 of the Ordinary General Meeting of Shareholders of CD PROJEKT S.A., headquartered in Warsaw *concerning approval of the General Meeting agenda*

§ 1.

The General Meeting of the Company hereby approves the agenda of the General Meeting of Shareholders published on the Company website on [___] 2025 and in Current Report no. [___] of [___] 2025, to wit:

1. Opening of the General Meeting.
2. Adoption of resolution concerning election of General Meeting Chairperson.
3. Determining that the General Meeting has been validly convened and is empowered to undertake binding resolutions.
4. Adoption of resolution concerning approval of General Meeting agenda.
5. Discussion concerning the Company's managerial reports, the Company's financial statement and the consolidated financial statement for 2024.
6. Adoption of resolution concerning approval of the Company's financial statement for 2024.
7. Adoption of resolution concerning approval of the consolidated financial statement of the CD PROJEKT Group for 2024.
8. Adoption of resolution concerning approval of the Management Board Report on CD PROJEKT Group activities, for the financial year ending on 31 December 2024, including the Sustainability statement for that period.
9. Adoption of resolution concerning the allocation of Company profit for 2024.
10. Adoption of resolution on granting of discharge to Mr. Adam Badowski on account of the performance of his duties as a Member of the Management Board between January 1 and December 31, 2024.
11. Adoption of resolution on granting discharge to Mr. Michał Nowakowski on account of the performance of his duties as a Member of the Management Board between January 1 and December 31, 2024

12. Adoption of resolution on granting of discharge to Mr. Adam Kiciński on account of the performance of his duties as a Member of the Management Board between January 1 and December 31, 2024.
13. Adoption of resolution on granting of discharge to Mr. Piotr Nielubowicz on account of the performance of his duties as a Member of the Management Board between January 1 and December 31, 2024.
14. Adoption of resolution on granting of discharge to Mr. Piotr Karwowski on account of the performance of his duties as a Member of the Management Board between January 1 and December 31, 2024.
15. Adoption of resolution on granting of discharge to Mr. Paweł Zawodny on account of the performance of his duties as a Member of the Management Board between January 1 and December 31, 2024.
16. Adoption of resolution on granting of discharge to Mr. Jeremiah Cohn on account of the performance of his duties as a Member of the Management Board between January 1 and December 31, 2024.
17. Adoption of resolution on granting of discharge to Mr. Marcin Iwiński on account of the performance of his duties as Chair of the Supervisory Board between January 1 and December 31, 2024.
18. Adoption of resolution on granting of discharge to Ms. Katarzyna Szwarc on account of the performance of her duties as Deputy Chair of the Supervisory Board between January 1 and December 31, 2024.
19. Adoption of resolution on granting of discharge to Mr. Michał Bień on account of the performance of his duties as a Member of the Supervisory Board between January 1 and December 31, 2024.
20. Adoption of resolution on granting of discharge to Mr. Maciej Nielubowicz on account of the performance of his duties as a Member of the Supervisory Board between January 1 and December 31, 2024.
21. Adoption of resolution on granting of discharge to Mr. Jan Łukasz Wejchert on account of the performance of his duties as a Member of the Supervisory Board between January 1 and December 31, 2024.
22. Adoption of resolution on expressing an opinion with regard to the Supervisory Board report concerning remuneration of Members of the Management Board and Supervisory Board in 2024.
23. Adoption of resolution concerning approval of the annual Report of the Company's Supervisory Board for 2024.
24. Adoption of resolution on authorizing the Management Board of the Company to purchase the Company's own shares to facilitate exercise of Entitlements assigned to Participants at the first stage of Incentive Program A, and creating a supplementary capital for this purpose.
25. Adoption of resolution concerning amendments to § 5 of the Articles of Association of the Company
26. Adoption concerning (i) amendments to Resolution Implementing Incentive Program B, (ii) amendments to Issuance Resolution concerning Incentive Program B, (iii) exclusion of pre-emption rights for existing shareholders of the Company and (iv) amendments to § 8 of the Articles of Association of the Company.
27. Adoption of resolution concerning amendments to § 21 of the Articles of Association of the Company.
28. Conclusion of the meeting.

§ 2.

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

Management Board justification concerning Resolution no. 2:

The resolution is technical in character. The requirement to approve a General Meeting agenda once the attendance list is signed and validated by the General Meeting Chairperson stems from § 6 of the General Meeting Regulations.

Resolution No. 3
of June 23, 2025
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
concerning approval of the Company's financial statement for 2024

The General Meeting of the Company, pursuant to Art. 393 item 1 and Art. 395 § 2 item 1 of the Commercial Companies Code, has decided the following:

§ 1.

The financial statement of CD PROJEKT S.A. for 2024, comprising the items listed below, is hereby approved:

1. Balance sheet as of December 31, 2024, with the balance of assets and the corresponding equity and liabilities valued at **PLN 2,953,941 thousand**,
2. Income statement for the period between January 1, 2024 and December 31, 2024, showing a net profit of **PLN 470,674 thousand**,
3. Statement of comprehensive income for the period between January 1, 2024 and December 31, 2024 showing an amount of total comprehensive income of **PLN 472,945 thousand**,
4. Statement of cash flows for the period between January 1, 2024 and December 31, 2024 showing a decrease in monetary assets by **PLN 64,615 thousand**,
5. Statement of changes in equity showing an increase in equity by **PLN 396,609 thousand** for the period between January 1, 2024 and December 31, 2024,
6. Other supplementary information and clarifications.

§ 2.

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

Management Board justification concerning Resolution no. 3:

A resolution of this kind is usually adopted at Ordinary General Meetings, as stipulated by Art. 395 § 2 item 1 of the Commercial Companies Code.

Resolution No. 4
of June 23, 2025
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
concerning approval of the consolidated financial statement
of the CD PROJEKT Group for 2024

The General Meeting of the Company, pursuant to Art. 395 § 5 of the Commercial Companies Code has decided the following:

§ 1.

The consolidated financial statement of the CD PROJEKT Group for 2024, comprising the items listed below, is hereby approved:

1. Consolidated balance sheet as of December 31, 2024, with the balance of assets and the corresponding equity and liabilities valued at **PLN 3,024,424 thousand**,
2. Consolidated income statement account for the period between January 1, 2024 and December 31, 2024, showing a net profit of **PLN 469,874 thousand**,

3. Consolidated statement of comprehensive income for the period between January 1, 2024 and December 31, 2024 showing a total comprehensive income attributable to owners of CD PROJEKT S.A. of **PLN 473,778 thousand**,
4. Consolidated statement of cash flows for the period between January 1, 2024 and December 31, 2024 showing a decrease in monetary assets by **PLN 53.168 thousand**,
5. Statement of changes in consolidated equity showing an increase in equity by **PLN 397.444** for the period between January 1, 2024 and December 31, 2024,
6. Other supplementary information and clarifications.

§ 2.

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

Management Board justification concerning Resolution no. 4:

A resolution of this kind is usually adopted at Ordinary General Meetings, as stipulated by Art. 395 § 5 of the Commercial Companies Code.

**Resolution No. 5
of June 23, 2025
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
concerning approval of the Management Board Report on
CD PROJEKT Group activities, for the financial year ending on 31 December 2024,
including the Sustainability statement for that period**

The General Meeting of the Company, pursuant to Art. 393 item 1 and Art. 395 § 2 item 1 of the Commercial Companies Code, has decided the following:

§ 1.

The Management Board Report on CD PROJEKT Group activities in 2024, including the Sustainability statement for that period is hereby approved.

§ 2.

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

Management Board justification concerning Resolution no. 5:

A resolution of this kind is usually adopted at Ordinary General Meetings. The need to adopt a resolution on the General Meeting's approval of the Management Board Report stems from Article 393 item 1 and Article 395 § 2 item 1 of the Commercial Companies Code.

**Resolution No. 6
of June 23, 2025
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
concerning allocation of Company profit for 2024**

The General Meeting of the Company, pursuant to Art. 395 § 2 item 2 of the Commercial Companies Code, hereby decides the following:

§ 1.

The General Meeting directs the net profit obtained by the Company in the 2024 financial year, in the amount of **PLN 470,672,657.32**, to be allocated as follows:

- i. the amount of **PLN 99,910,510.00**, is to be divided among the shareholders by issuing a dividend at PLN 1.00 (one 00/100) per one share;

- ii. the remaining part of the profit, i.e. PLN 370,762,147.32 is to be allocated to the reserve capital of the Company.

§ 2.

In conjunction with the foregoing, the General Meeting decides to set the dividend date to June 30, 2025, and the dividend payment date to July 9, 2025.

§ 3.

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

Management Board justification concerning Resolution no. 6:

A resolution of this kind is usually adopted at Ordinary General Meetings, as stipulated by Art. 395 § 2 item 2 of the Commercial Companies Code. The decision concerning allocation of profit acknowledges recommendations issued by the Management Board and Supervisory Board, as disclosed in the corresponding current reports issued by the Company.

Resolution No. 7

of June 23, 2025

of the Ordinary General Meeting of Shareholders

of CD PROJEKT S.A., headquartered in Warsaw

on granting of discharge to Mr. Adam Badowski

on account of the performance of his duties as a Member of the Management Board

between January 1 and December 31, 2024

The General Meeting of the Company, pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Commercial Companies Code, has decided the following:

§ 1.

The General Meeting of the Company hereby grants discharge to Mr. Adam Badowski, on account of the performance of his duties as a Member of the Management Board of the Company between January 1, 2024 and December 31, 2024.

§ 2.

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

Management Board justification concerning Resolution no. 7:

A resolution of this kind is usually adopted at Ordinary General Meetings, as stipulated by Art. 393 item 1 and 395 § 2 item 3 of the Commercial Companies Code.

Resolution No. 8

of June 23, 2025

of the Ordinary General Meeting of Shareholders

of CD PROJEKT S.A., headquartered in Warsaw

on granting of discharge to Mr. Michał Nowakowski

on account of the performance of his duties as a Member of the Management Board

between January 1 and December 31, 2024

The General Meeting of the Company, pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Commercial Companies Code, has decided the following:

§ 1.

The General Meeting of the Company hereby grants discharge to Mr. Michał Nowakowski on account of the performance of his duties as a Member of the Management Board of the Company between January 1, 2024 and December 31, 2024.

§ 2.

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

Management Board justification concerning Resolution no. 8:

A resolution of this kind is usually adopted at Ordinary General Meetings, as stipulated by Art. 393 item 1 and 395 § 2 item 3 of the Commercial Companies Code.

Resolution No. 9

of June 23, 2025

**of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
on granting of discharge to Mr. Adam Kiciński
on account of the performance of his duties as a Member of the Management Board
between January 1 and December 31, 2024**

The General Meeting of the Company, pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Commercial Companies Code, has decided the following:

§ 1.

The General Meeting of the Company hereby grants discharge to Mr. Adam Kiciński, on account of the performance of his duties as a Member of the Management Board of the Company between January 1, 2024 and December 31, 2024.

§ 2.

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

Management Board justification concerning Resolution no. 9:

A resolution of this kind is usually adopted at Ordinary General Meetings, as stipulated by Art. 393 item 1 and 395 § 2 item 3 of the Commercial Companies Code.

Resolution No. 10

of June 23, 2025

**of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
on granting of discharge to Mr. Piotr Nielubowicz
on account of the performance of his duties as a Member of the Management Board
between January 1 and December 31, 2024**

The General Meeting of the Company, pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Commercial Companies Code, has decided the following:

§ 1.

The General Meeting of the Company hereby grants discharge to Mr. Piotr Nielubowicz, on account of the performance of his duties as a Member of the Management Board of the Company between January 1, 2024 and December 31, 2024.

§ 2.

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

Management Board justification concerning Resolution no. 10:

A resolution of this kind is usually adopted at Ordinary General Meetings, as stipulated by Art. 393 item 1 and 395 § 2 item 3 of the Commercial Companies Code.

Resolution No. 11
of June 23, 2025
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
on granting of discharge to Mr. Piotr Karwowski
on account of the performance of his duties as a Member of the Management Board
between January 1 and December 31, 2024

The General Meeting of the Company, pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Commercial Companies Code, has decided the following:

§ 1.

The General Meeting of the Company hereby grants discharge to Mr. Piotr Karwowski, on account of the performance of his duties as a Member of the Management Board of the Company between January 1, 2024 and December 31, 2024.

§ 2.

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

Management Board justification concerning Resolution no. 11:

A resolution of this kind is usually adopted at Ordinary General Meetings, as stipulated by Art. 393 item 1 and 395 § 2 item 3 of the Commercial Companies Code.

Resolution No. 12
of June 23, 2025
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
on granting of discharge to Mr. Pawel Zawodny
on account of the performance of his duties as a Member of the Management Board
between January 1 and December 31, 2024

The General Meeting of the Company, pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Commercial Companies Code, has decided the following:

§ 1.

The General Meeting of the Company hereby grants discharge to Mr. Paweł Zawodny on account of the performance of his duties as a Member of the Management Board of the Company between January 1, 2024 and December 31, 2024.

§ 2.

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

Management Board justification concerning Resolution no. 12:

A resolution of this kind is usually adopted at Ordinary General Meetings, as stipulated by Art. 393 item 1 and 395 § 2 item 3 of the Commercial Companies Code.

Resolution No. 13
of June 23, 2025
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
on granting of discharge to Mr. Jeremiah Cohn
on account of the performance of his duties as a Member of the Management Board
between January 1 and December 31, 2024

The General Meeting of the Company, pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Commercial Companies Code, has decided the following:

§ 1.

The General Meeting of the Company hereby grants discharge to Mr. Jeremiah Cohn, on account of the performance of his duties as a Member of the Management Board of the Company between January 1, 2024 and December 31, 2024.

§ 2.

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

Management Board justification concerning Resolution no. 13:

A resolution of this kind is usually adopted at Ordinary General Meetings, as stipulated by Art. 393 item 1 and 395 § 2 item 3 of the Commercial Companies Code.

Resolution No. 14
of June 23, 2025
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
on granting of discharge to Mr. Marcin Iwiński
on account of the performance of his duties as Chair of the Supervisory Board
between January 1 and December 31, 2024

The General Meeting of the Company, pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Commercial Companies Code, has decided the following:

§ 1.

The General Meeting of the Company hereby grants discharge to Mr. Marcin Iwiński on account of the performance of his duties as Chair of the Supervisory Board of the Company between January 1, 2024 and December 31, 2024.

§ 2.

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

Management Board justification concerning Resolution no. 14:

A resolution of this kind is usually adopted at Ordinary General Meetings, as stipulated by Art. 393 item 1 and 395 § 2 item 3 of the Commercial Companies Code.

Resolution No. 15
of June 23, 2025
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
on granting of discharge to Ms. Katarzyna Szwarc
on account of the performance of her duties as Deputy Chair of the Supervisory Board
between January 1 and December 31, 2024

The General Meeting of the Company, pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Commercial Companies Code, has decided the following:

§ 1.

The General Meeting of the Company hereby grants discharge to Ms. Katarzyna Szwarc on account of the performance of his duties as Deputy Chair of the Supervisory Board of the Company between January 1, 2024 and December 31, 2024.

§ 2.

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

Management Board justification concerning Resolution no. 15:

A resolution of this kind is usually adopted at Ordinary General Meetings, as stipulated by Art. 393 item 1 and 395 § 2 item 3 of the Commercial Companies Code.

**Resolution No. 16
of June 23, 2025
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
on granting of discharge to Mr. Michał Bień
on account of the performance of his duties as a Member of the Supervisory Board
between January 1 and December 31, 2024**

The General Meeting of the Company, pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Commercial Companies Code, has decided the following:

§ 1.

The General Meeting of the Company hereby grants discharge to Mr. Michał Bień on account of the performance of his duties as a Member of the Supervisory Board of the Company between January 1, 2024 and December 31, 2024.

§ 2.

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

Management Board justification concerning Resolution no. 16:

A resolution of this kind is usually adopted at Ordinary General Meetings, as stipulated by Art. 393 item 1 and 395 § 2 item 3 of the Commercial Companies Code.

**Resolution No. 17
of June 23, 2025
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
on granting discharge to Mr. Maciej Nielubowicz
on account of the performance of his duties as a Member of the Supervisory Board
between January 1 and December 31, 2024**

The General Meeting of the Company, pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Commercial Companies Code, has decided the following:

§ 1.

The General Meeting of the Company hereby grants discharge to Mr. Maciej Nielubowicz on account of the performance of his duties as a Member of the Supervisory Board of the Company between January 1, 2024 and December 31, 2024.

§ 2.

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

Management Board justification concerning Resolution no. 17:

A resolution of this kind is usually adopted at Ordinary General Meetings, as stipulated by Art. 393 item 1 and 395 § 2 item 3 of the Commercial Companies Code.

Resolution No. 18

of June 23, 2025
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
on granting discharge to Mr. Jan Łukasz Wejchert
on account of the performance of his duties as a Member of the Supervisory Board
between January 1 and December 31, 2024

The General Meeting of the Company, pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Commercial Companies Code, has decided the following:

§ 1.

The General Meeting hereby grants discharge to Mr. Jan Łukasz Wejchert on account of the performance of his duties as a Member of the Supervisory Board of the Company between January 1, 2024 and December 31, 2024.

§ 2.

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

Management Board justification concerning Resolution no. 18:

A resolution of this kind is usually adopted at Ordinary General Meetings, as stipulated by Art. 393 item 1 and 395 § 2 item 3 of the Commercial Companies Code.

Resolution No. 19
of June 23, 2025
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
on expressing an opinion with regard to the Company's Supervisory Board
Report on remuneration of Members of the Management Board
and Supervisory Board in 2024

§ 1.

Pursuant to Art. 395 § 2¹ of the Commercial Companies Code in conjunction with Art. 90g section 6 of the Act of 29 July 2005 on public offering, conditions for introducing financial instruments to organized trade and public companies the General Meeting hereby issues a positive opinion regarding the CD PROJEKT S.A. Supervisory Board Report on remuneration of members of the Management Board and Supervisory Board in 2024.

§ 2.

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

Management Board justification concerning Resolution no. 19:

A resolution of this kind is usually adopted at Ordinary General Meetings. The need to adopt this resolution follows from Art. 395 § 2¹ of the Commercial Companies Code in conjunction with Art. 90g section 6 of the Act of 29 July 2005 on public offering, conditions for introducing financial instruments to organized trade and public companies.

Resolution No. 20
of June 23, 2025
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
concerning approval of the Report of the Company's Supervisory Board for 2024

§ 1.

Pursuant to item no. 2.11 of the Best Practice for WSE Listed Companies (2021 edition), the General Meeting hereby approves the CD PROJEKT S.A. Supervisory Board report for 2024.

§ 2.

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

Management Board justification concerning Resolution no. 20:

A resolution of this kind is usually adopted at Ordinary General Meetings. It stems from item 2.11 of the Best Practice for WSE Listed Companies, 2021 edition.

Resolution No. 21

of June 23, 2025

of the Ordinary General Meeting of Shareholders

of CD PROJEKT S.A., headquartered in Warsaw

on authorizing the Management Board of the Company to purchase the Company's own shares to facilitate exercise of Entitlements assigned to Participants at the first stage of Incentive Program A, and creating a supplementary capital for this purpose

“Whereas:

By adopting resolution no. 15/2025 of 7 May 2025 of the Management Board of CD PROJEKT S.A. with a registered office in Warsaw (the “**Company**”), **the Management Board of the Company:**

- a) **resolved to allow the option to proceed with exercise of all or some of Entitlements assigned to the Participants at the first stage of Incentive Program A** for the financial years 2023-2027, implemented on the basis of resolution no. 5 of the Extraordinary General Meeting of the Company of 18 April 2023 *concerning institution of Incentive Program A for the financial years 2023-2027* (the “**Resolution**”), (the “**Incentive Program A**”), the terms of which have been defined in the Resolution, the Terms and Conditions of Incentive Program A for the financial years 2023-2027 at the CD PROJEKT Group for persons who are tax residents of Poland, and the Terms and Conditions of Incentive Program A for the financial years 2023-2027 at the CD PROJEKT Group for persons who are foreign tax residents, (jointly as the “**Terms and Conditions**”), **by extending an offer to Participants to purchase from the Company its own shares** (while at the same time acknowledging the option to exercise all or some of the Entitlements assigned to Participants at the first stage of Incentive Program A through the second mechanism for exercising Entitlements assigned in the framework of Incentive Program A, as allowed under the Resolution and the Terms and Conditions), and therefore;
- b) acting under § 5 section 2 of the Resolution and § 7 section 3 of the Terms and Conditions, **resolved to apply to the General Meeting to authorize a share buyback program of the fully paid-up own shares of the Company (the “Shares”) pursuant to Art. 362 § 1 item 8 of the Act of 15 September 2000 Commercial Companies Code (Journal of Laws 2024, item 18, as amended) (the “CCC”) in order to facilitate exercise of all or some of the Entitlements assigned to the Participants at the first stage of Incentive Program A by extending an offer to Participants to purchase Company’s own shares.**

The General Meeting, acting under: (i) Art. 362 § 1 item 8 of the CCC in connection with Art. 362 § 2 of the CCC, and taking into account Art. 5 of Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (market abuse regulation) and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC (EU Journal of Laws 2024.173.1, as amended) (the “**MAR Regulation**”), (ii) Art. 362 § 2 item 3 and in connection with Art. 396 § 4 and 5 of the CCC, and § 5 of the Resolution and § 7 section 3 of the Terms and Conditions and (iii) and Commission delegated regulation 2016/1052 of 8 March 2016 supplementing Regulation (EU) No 596/2014 of the European

Parliament and of the Council with regard to regulatory technical standards for the conditions applicable to buy-back programmes and stabilisation measures (EU Journal of Laws, 2016.173.34, as amended) (the “**Delegated Regulation**”); **hereby decides as follows:**

§1.

The General Meeting of the Company hereby authorizes the Management Board of the Company to purchase (repurchase) the Shares, subject to the following terms:

1. **the purchase of Shares will take place in order to facilitate exercise of all or some of the Entitlements** assigned to the Participants at the first stage of Incentive Program A;
2. the Shares purchased by the Company will be offered for resale, in appropriate quantities, to the designated Participants, pursuant to the terms and conditions of Incentive Program A;
3. **the total amount** which may be allocated by the Company for the purchase of Shares in order to exercise Entitlements assigned to the Participants at the first stage of Incentive Program A, including any purchasing costs, shall not exceed **PLN 40,320,450.00**, which corresponds to the amount of the supplementary capital specified in § 2 below;
4. **the Company is entitled to purchase, over a period of two years following the day of adoption of this resolution, not more than 89,601 Shares**, which corresponds to 100% of the Entitlements assigned to the Participants at the first stage of Incentive Program A, outstanding as of the day of adoption by the Management Board of a resolution to apply to the General Meeting of the Company to authorize the Management Board to purchase own shares of the Company in order to facilitate exercise of Entitlements assigned to the Participants at the first stage of Incentive Program A, which represents ca. 0,09% of the share capital of the Company, with the added stipulation that, under all circumstances, the total nominal value of the purchased Shares may not exceed 20% of the share capital of the Company on the date of purchase of the Shares, also taking into account the nominal value of the remaining (previously purchased) Shares which have not yet been resold or redeemed by the Company;
5. **Shares will be purchased directly by the Company or through an investment firm contracted for this purpose**, depending on the needs arising from assignment of Entitlements to Participants in the framework of Incentive Program A,
6. **the Company may purchase Shares on one or more occasions** in transactions: (i) concluded **on the regulated market** of the Warsaw Stock Exchange in Warsaw S.A., (ii) managed and administrated by an investment firm or credit institution pursuant to Article 4 sec. 2 item b of the Delegated Regulation; or (iii) **in transactions concluded outside of the organized trading system, invitation to tender for the sale of shares**; in one or more of these ways, with the decision as to the ways in which the Buyback will be made by the Management Board;
7. **the purchase price of each Share** may not be (i) **lower than PLN 1.00** or (ii) **higher than PLN 450.00**, with the reservation that the per-share price, in the scope required by mandatory legal provisions, will be determined in accordance with Art. 5 of the MAR Regulation and the Delegated Regulation;
8. the period of authorization of the Management Board to purchase Shares shall be **two years following the day of adoption of this resolution**;
9. the Buyback, to the extent required by mandatory legal provisions, will take place under conditions set forth in the MAR Regulation and in the Delegated Regulation, and therefore the Management Board will, while purchasing the Shares, take into account the respective requirements of the said regulations, including in particular making public the details of the acquisition of the Shares;
10. the Management Board may, at its own discretion, within the limits imposed by applicable law:
 - a. end the purchasing (repurchasing) of Shares before the deadline indicated in item 8 above or before the total funds allocated for the purchase of Shares have been exhausted,
 - b. refrain from purchasing (repurchasing) Shares in whole or in part,
 - c. discontinue purchasing (repurchasing) Shares at any time,

- d. decide to continue or resume purchasing (repurchasing) Shares in the event that the Management Board had previously exercised the authorization referred to in items a-c above.

§2.

In order to exercise the purchase (repurchase) of Shares, **the Ordinary General Meeting decides to create a supplementary capital for the purpose of enabling purchase of Shares** in quantities not greater than those indicated in § 1 item 4, covering the purchase price and other purchasing costs in the amount of **PLN 40,320,450.00**, by transferring an appropriate amount from **the portion of the reserve capital of the Company**, which, pursuant to Article 348 § 1 of the CCC, may be allocated for distribution to shareholders of the Company.

§3.

The Management Board of the Company is authorized to:

1. undertake any factual and legal activities required to effect the purchase Shares in accordance with the material contents of this resolution and terms and conditions of Incentive Program A, as well as in the scope required by mandatory legal provisions of the MAR Regulation and the Delegated Regulation;
2. determine, prior to the commencement of the purchase of Shares, all necessary terms, conditions and matters relating to the purchase of Shares under Incentive Program A, taking into account the conditions and restrictions set out in this Resolution, as well as in the scope required by mandatory legal provisions of the MAR Regulation and the Delegated Regulation;
3. submit on behalf of the Company all orders, settlement instructions and other actions necessary for the settlement of the purchase of Shares, and
4. conclude agreements with respective entities selected by the Management Board of the Company, including in particular with investment brokers or banks, concerning assistance in facilitating all required activities involved in the purchase of Shares by the Company (including granting the required authorizations to any such entities).

§4.

If, following issuance of the offer to Participants to purchase Shares in the exercise of the Entitlements assigned thereto at the first stage of Incentive Program A not all of the Shares are disposed of and the Company retains ownership of the Shares, the Management Board of the Company will be authorized to (1) allocate the Shares towards the exercise of Entitlements at subsequent stages of Incentive Program A, (2) sell the Shares, (3) subject to the other required approvals from the Company's governing bodies – proceed with redemption of the Shares.

§5.

Capitalised terms not defined in this resolution shall have the meaning given to them in the Resolution.

§6.

This resolution enters into force as of the moment of its adoption.”

Management Board justification concerning Resolution no. 21:

The Extraordinary General Meeting of the Company implemented the Company's Incentive Program A for the financial years 2023-2027 pursuant to Resolution No. 5 of the Extraordinary General Meeting of the Company dated 18 April 2023 on the introduction of the Incentive Program A for the financial years 2023-2027 (the “**Resolution**”), (the “**Incentive Program A**”), the terms of which are set out in: (i) the Terms and Conditions of the Incentive Program A for the financial years 2023-2027 of the CD PROJEKT Capital Group for persons who are Polish tax residents; and (ii) the Terms and Conditions of the Incentive Program B for the financial years 2023-2027 of the CD PROJEKT Capital Group for persons who are foreign tax residents (collectively, the “**Terms and Conditions**”).

Pursuant to § 5 of the Resolution and § 7(3) of the Terms and Conditions, the Company's Management Board, in the event that it decides to exercise its rights in the form of making an offer to participants to purchase the Company's own shares, will request the Company's General Meeting to approve the purchase of the Company's own shares. The Company's Management Board decided on 7 May 2025 on the possibility of exercising all or part of the Entitlements granted to the Participants in the first stage of Incentive Program A by making an offer to the Participants to purchase the Company's own shares from the Company (while at the same time acknowledging the option to exercise the entitlements assigned to participants at the first stage through the second available mechanism for exercising entitlements).

In view of the above, the Management Board hereby requests the Company's General Meeting to approve the acquisition of the Company's own shares pursuant to Article 362 § 1(8) of the Commercial Companies Code in order to .order to facilitate exercise of all or some of the entitlements assigned to the participants at the first stage of Incentive Program A by extending an offer to participants to purchase Company's own shares, under the terms and conditions set in the proposed resolution.

**Resolution No. 22
of June 23, 2025
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
concerning amendments to § 5 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 § 5 section 1 of the Articles of Association of the Company is given the following form:

1. *"The Company engages in the following activities:*
 - 18.20.Z – *Reproduction of recorded media,*
 - 32.40.Z – *Manufacture of games and toys,*
 - 32.99.Z – *Manufacture of other products not elsewhere classified,*
 - 46.4 – *Wholesale of household items,*
 - 46.50.Z – *Wholesale of information and communication technology equipment,*
 - 47.40.Z – *Retail of information and communication technology equipment,*
 - 47.6 – *Retail of culture and entertainment related products,*
 - 47.7 – *Retail of other goods excluding motor vehicles, including motorbikes,*
 - 58.1 – *Publishing of books, newspapers and periodicals and other publishing activities, except for software,*
 - 58.21.Z – *Publishing of computer games,*
 - 58.29.Z – *Other software publishing,*
 - 59.11.Z – *Motion picture, video and television programme production activities,*
 - 59.12.Z – *Motion picture, video and television programme post-production activities,*
 - 59.13.Z – *Motion picture and video distribution activities,*
 - 59.20.Z – *Sound recording and music publishing activities,*
 - 60.20.Z – *Broadcasting of free-to-air and subscription television programmes and distribution of video recordings,*
 - 60.39.Z – *Other content distribution activities,*
 - 62.10.A – *Computer games programming activities,*
 - 62.10.B – *Other programming activities,*
 - 62.20.A – *Cybersecurity activities,*
 - 62.20.B – *Other information technology related consultancy and management of information technology equipment,*

62.90.Z – *Other information technology and computer service activities,*
63.10 – *Service activities concerning computing infrastructure, data processing, web management (hosting) and related activities,*
64.22.Z – *Activities of companies raising finance for other entities,*
64.92.B – *Other forms of credit granting not elsewhere classified,*
68.11.Z – *Buying and selling of own real estate,*
68.20.Z – *Rental and operating of own or leased real estate,*
69.20.A – *Accounting and bookkeeping activities,*
70.10.A – *Activities of head offices,*
70.10.B – *Activities of shared service centres,*
70.20.Z – *Business and other management consultancy activities,*
72.10.Z – *Other research and experimental development on natural sciences and engineering,*
73.1 – *Advertising,*
73.20.Z – *Market and public opinion research,*
77.33.Z – *Renting and leasing of office machinery and equipment and computers,*
74.99.Z – *Other professional, scientific and technical activities not elsewhere classified,*
77.40.B – *Leasing of intellectual property and similar products, except copyrighted works,*
82.10.Z – *Activities related to administrative office services, including support activities,*
82.30.Z – *Activity connected with organisation of trade shows, exhibitions and congresses,*
82.99.B – *Activities supporting business activity not elsewhere classified,*
85.59.B – *Courses and trainings related to the acquisition of knowledge, skills and professional qualifications in non-school forms,*
85.69.Z – *Activities supporting education not elsewhere classified,*
90.39.Z – *Other activities supporting creative activities and activities related to the staging of artistic performances,*
93.29.B – *Other entertainment and recreation activities not elsewhere classified,*
94.99.Z – *Activities of other membership organizations not elsewhere classified”.*

§ 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.

Management Board justification concerning Resolution no. 22:

Pursuant to Art. 430 § 1 of the Commercial Companies Code, amending the Articles of Association requires a corresponding General Meeting resolution.

On 1 January 2025, the Regulation of the Council of Ministers of 18 December 2024 on the Polish Classification of Business Activities (PKD) came into force. The new Regulation introduced changes to the PKD classification, and therefore the Company's Management Board reviewed the content of the Company's Articles of Association. As a result, the Company's Management Board proposes to update § 5. section 1 of the Company's Articles of Association so that the Company's business objects are described in accordance with the content of the new Regulation.

Resolution No. 23 of June 23, 2025

**of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
concerning (i) amendments to Resolution Implementing Incentive Program B,
(ii) amendments to Issuance Resolution concerning Incentive Program B, (iii) exclusion**

*of pre-emption rights for existing shareholders of the Company and (iv) amendments
to § 8 of the Articles of Association of the Company*

§ 1.

The General Meeting of the Company, hereby resolves to amend the contents of the resolution no. 7 of 18 April 2023 of the Extraordinary General Meeting of Shareholders of the Company *concerning institution of Incentive Program B for the financial years 2023-2027* (the “**Resolution Implementing Incentive Program B**”), as follows:

- 1. The existing § 2 section 7 of the Resolution Implementing Incentive Program B is given the following form:**

“7. At the end of each Stage the average number of Entitlements assigned in the framework of Incentive Program B may not exceed 820,000 (eight hundred twenty thousand) per Stage.”

- 2. The existing § 2 section 8 of the Resolution Implementing Incentive Program B is given the following form:**

“8. The total number of Entitlements assigned in the framework of Incentive Program B shall not exceed 4,100,000 (four million one hundred thousand).”

§ 2.

The General Meeting of the Company hereby resolves to amend the contents of the resolution no. 8 of 18 April 203 of the Extraordinary General Meeting of Shareholders of the Company *concerning issuance, in the course of implementing Incentive Program B, of subscription warrants with exclusion of pre-emption rights for existing shareholders, entitling holders to take up Series P shares, along with a conditional increase in the Company share capital through issuance of Series P shares with exclusion of pre-emption rights for existing shareholders, applying for the newly issued Series P shares to be admitted to organized trading on the Warsaw Stock Exchange, and amending the Company Articles accordingly* (the “**Issuance Resolution concerning Incentive Program B**”), as follows:

- 1. The existing § 1 of the Issuance Resolution concerning Incentive Program B is given the following form:**

*“Pursuant to Art. 448 of the Commercial Companies Code, the share capital of the Company is conditionally increased by a nominal amount not exceeding 4,100,000 (four million one hundred thousand) PLN, by way of issuing not more than 4,100,000 (four million one hundred thousand) Series P ordinary bearer shares with a nominal value of 1 (one) PLN per share (these shares are hereinafter referred to as “**Shares**”).”*

- 2. The existing § 3 section 1 of the Issuance Resolution concerning Incentive Program B is given the following form:**

*“1. Under the condition that the amendments to Company Articles expressed in § 8 below, serving to facilitate implementation of the incentive program instituted by Resolution no. 7 of this Extraordinary General Meeting concerning institution of Incentive Program B for the financial years 2023-2027 (“**Resolution**”) (“**Incentive Program B**”) are duly registered in accordance with Art. 453 § 2 of the Commercial Companies Code, the General Meeting approves the issuance of between 1 (one) and 4,100,000 (four million one hundred thousand) named subscription warrants, arranged into series and labeled using successive letters of the alphabet beginning with D, incorporating the right to take up Shares issued with exclusion of pre-emption rights for existing shareholders (“**Warrants**”). The foregoing goal is also regarded as justification for the resolution, required under Art. 449 in conjunction with Art. 445 § 1 of the Commercial Companies Code. Series D warrants shall be issued in the exercise of entitlements (“**Entitlements**”) assigned at successive stages of Incentive Program B (“**Stages**”), in accordance with conditions detailed in the Terms and Conditions document (or*

*multiple Terms of Conditions documents) applicable to Incentive Program B, which shall be adopted by the Management Board of the Company and endorsed by the Supervisory Board of the Company in the form of resolutions (the “**Terms and Conditions**”).*

§ 3.

To the extent that, in relation to the provisions of the Issuance Resolution of Incentive Program B:

- a. pursuant to § 2. section 1 of this Resolution the amount by which the General Meeting conditionally increases the Company's share capital is changed, and the nominal value of the conditional share capital increase is set at no more than PLN 4,100,000 (in words: four million one hundred thousand), by way of an issue of no more than 4,100,000 (in words: four million one hundred thousand) Shares, from 3,500,000 (in words: three million five hundred thousand) Polish zloty, by way of an issue of not more than 3,500,000 (in words: three million five hundred thousand) series P ordinary bearer shares with a nominal value of PLN 1 (in words: one) each, i.e. to the extent of 600,000 (in words: six hundred thousand) series P ordinary bearer shares with a nominal value of PLN 1 (in words: one) each (**‘Additional Shares’**); and
- b. pursuant to § 2. section 2 of this Resolution the number of registered subscription warrants in a series or series designated with consecutive letters of the alphabet starting with letter D, entitling to subscribe for the Shares with pre-emptive right waived for the existing shareholders of the Company, shall be changed from 1 (in words: one) to 3,500,000 (in words: three million five hundred thousand) to from 1 (in words: one) to 4,100,000 (in words: four million one hundred thousand), i.e. within the range of 600,000 (in words: six hundred thousand) registered subscription warrants in the series or series designated with consecutive letters of the alphabet starting with letter D (the **“Additional Warrants”**)

existing shareholders are excluded from their pre-emptive rights in respect of the Additional Warrants and the Additional Shares. The waiver of the pre-emptive rights in respect of the Additional Warrants and the Additional Shares is, in the opinion of the shareholders, economically justified and in the best interest of the Company and its shareholders, which is justified in detail by the opinion of the Management Board of the Company (also indicating the issue price of the Additional Shares or the manner of its determination and the gratuitous offering of the Additional Warrants to the Participants), constituting **Attachment no. 1** to this resolution. The circumstances justifying the exclusion of the pre-emptive rights of the Company's existing shareholders under this resolution are parallel to the grounds and conditions for the exclusion of shareholders from pre-emptive rights under the Issuance Resolution concerning Incentive Program B.

§ 4.

The General Meeting of the Company, acting pursuant to Article 430 § 1 of the Commercial Companies Code, hereby resolves to amend the Articles of Association of the Company so that:

The existing § 8 section 6 of the Articles of Association of the Company is given the following form:

“6. The nominal value of the conditional increase in the Company share capital performed in order to facilitate implementation of the incentive program instituted on the basis of resolution no. 7 of the Extraordinary General Meeting of Shareholders of the Company concerning institution of Incentive Program B for the financial years 2023-2027 of 18 April 2023 amended by way of resolution no. 23 of the Ordinary General Meeting of Shareholders of the Company concerning (i) amendments to Resolution Implementing Incentive Program B, (ii) amendments to Issuance Resolution concerning Incentive Program B, (iii) exclusion of pre-emption rights for existing shareholders and (iv) amendments to the Articles of Association of the Company of 23 June 2025 shall not exceed 4 100 000 (four million one hundred thousand) PLN, divided into not more than 4 100 000 (four million one hundred thousand) Series P ordinary bearer shares with a nominal value of 1 (one) PLN each. The aim of the conditional increase in the Company share capital is to assign the right to take up Series P shares to holders of

Subscription Warrants issued in accordance with resolution no. 8 of the Extraordinary General Meeting of Shareholders of the Company of 18 April 2023, who are enrolled in Incentive Program B instituted on the basis of resolution no. 7 of the Extraordinary General Meeting of Shareholders of the Company concerning institution of Incentive Program B for the financial years 2023-2027 of 18 April 2023 amended by way of resolution no. 23 of the Ordinary General Meeting of Shareholders of the Company concerning (i) amendments to Resolution Implementing Incentive Program B, (ii) amendments to Issuance Resolution concerning Incentive Program B, (iii) exclusion of pre-emption rights for existing shareholders and (iv) amendments to § 8 of the Articles of Association of the Company of 23 June 2025 and in line with the Terms and Conditions of Incentive Program B adopted in conjunction therewith.”

§ 5.

The General Meeting hereby resolves that the total number of entitlements granted to participants in Incentive Program B and the entitlements granted to participants in Incentive Program A for the financial years 2023-2027, adopted pursuant to Resolution no. 5 of 18 April 2023 of the Extraordinary General Meeting of the Company *concerning institution of Incentive Program A for the financial years 2023-2027* (the “**Incentive Program A**”), may not exceed 5,000,000 (in words: five million). Thus, the increase in the number of entitlements granted in Incentive Program B takes place with a corresponding decrease in the number of entitlements possible to be granted in Incentive Program A.

§ 6.

The remaining contents of (i) the Resolution Implementing Incentive Program B and (ii) the Issuance Resolution concerning Incentive Program B, remain unchanged, including the provision set forth in § 2. section 9 of the Resolution Implementing Incentive Program B, according to which the total number of Entitlements granted to Members of the Management Board of the Company shall not exceed 1,750,000 (in words: one million seven hundred and fifty thousand).

§ 7.

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.

§ 8.

The Management Board of the Company and, with regard to participants in Incentive Program B who are members of the Management Board of the Company, the Supervisory Board are authorised to adopt, and the Supervisory Board is authorised to approve by means of a corresponding resolution, the updated:

- a) the Terms and Conditions of Incentive Program B for the financial years 2023-2027 at the CD PROJEKT Group for persons who are tax residents of Poland, and the Terms and Conditions of Incentive Program B for the financial years 2023-2027 at the CD PROJEKT Group for persons who are foreign tax residents, taking into account the amendments introduced in § 1 and § 2 of this resolution and indicating that the total number of Entitlements and entitlements granted to participants in the Incentive Program A may not exceed 5,000,000 (in words: five million); and
- b) the Terms and Conditions of Incentive Program A for the financial years 2023-2027 at the CD PROJEKT Group for persons who are tax residents of Poland, and the Terms and Conditions of Incentive Program A for the financial years 2023-2027 at the CD PROJEKT Group for persons who are foreign tax residents, containing an indication that the total number of Entitlements and entitlements granted to participants in the Incentive Program A may not exceed 5,000,000 (in words: five million).

§ 9.

The resolution enters into force on the moment of its adoption, with the reservation that the legal effect of the amendment to § 8 section 6 of the Articles of Association of the Company regarding the conditional share capital increase will take effect upon registration of the amendments to the Articles

of Association of the Company in the wording set forth in § 4 of this resolution by the appropriate registry court.

Management Board justification concerning Resolution no. 23:

The General Meeting of the Company on 18 April 2023 implemented the Incentive Program B for the financial years 2023-2027 in order to adopt in scope of the persons covered by this program an incentive mechanism a) connected with the increase of value of CD PROJEKT Group, b) focused on the increase of level of retention and employment stability, c) allowing for an annual determination of financial targets for the following 4 (four) financial years and allowing, at the same time, for CD PROJEKT Group entities to offer competitive terms and conditions of employment for domestic and foreign employees and collaborators essential for the successful implementation of the adopted strategy and d) supporting the growth of long-term value for the shareholders.

In connection with the dynamic growth of the CD PROJEKT Group, exercise of ambitious strategic plans and increasing number of ongoing projects, accompanied by a proportional increase in employment, it is proposed to adjust the number of entitlements available in the Incentive Program B to the current structure of employment in the Group and consequently maintaining its effectiveness as a tool to support the achievement of strategic objectives.

In recent years, CD PROJEKT Group has been growing strongly, focusing on the implementation of the adopted strategy and planned ambitious projects. Therefore, in order to enable CD PROJEKT Group to make wider use of the earnings and market target setting tool available under Incentive Program B it is recommended to increase the number of available entitlements under Incentive Program B.

Draft of the resolution states that within the framework of the Incentive Program B it will be possible to grant the participants up to 4,100,000 (four million one hundred thousand) entitlements, that is 600,000 entitlements more than before. At the same time, the resolution states that the total number of entitlements possible to be granted in 2023-2027 to participants in the Incentive Program A and the Incentive Program B may not exceed 5,000,000. As a result, an increase in the number of possible entitlements in Incentive Program B beyond the existing limit will be possible with a simultaneous proportional decrease in the possible entitlements in Incentive Program A. The key differences between Incentive Program A and Incentive Program B are presented below:

	Incentive Program A (decrease of entitlements)	Incentive Program B (increase of entitlements)
Criteria of exercise	Loyalty Condition	Loyalty Condition; Earnings Condition (for 70% of entitlements), Market Condition (for 30% of entitlements)
Base exercise price	nominal price (PLN 1.00)	Value equivalent to the Company share price on the Warsaw Stock Exchange at end of trading on the final trading day preceding the date of adoption of the enrollment resolution regarding a participant in the Incentive Program B
Vesting period	3 years	4 years (with the possibility of 3 years in case of earlier fulfillment of the 4 year Earnings Condition in 3 years)

Therefore the Management Board proposes to implement an option to convert a portion of the available entitlements to be granted in a program with a lower base exercise price, fewer conditions required to be met and a potentially shorter vesting period into entitlements in Incentive Program B characterised (compared to Incentive Program A) by a higher base exercise price, additional conditions (performance and market conditions) and a potentially longer vesting period, which in the opinion of the Management Board remains in the interest of the Company's shareholders.

The amendments covered by the resolution do not concern a change to the limit of entitlements granted to the Members of the Management Board of the Company. The total number of entitlements that may be granted to Members of the Management Board of the Company will still not exceed 1,750,000 entitlements and will therefore remain unchanged. The additional entitlements in Incentive Program B would be intended for key employees of the Company whose commitment and motivation are crucial for the Company to achieve its ambitious business goals.

**Resolution No. 24
of June 23, 2025
of the Ordinary General Meeting of Shareholders
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 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,"

§ 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.

Management Board justification concerning Resolution no. 24:

Pursuant to Art. 430 § 1 of the Commercial Companies Code, amending the Articles of Association requires a corresponding General Meeting resolution.

Amending the Articles of Association of the Company proposed by this resolution is connected with implementation in the Polish legal system of legal provisions related to selection of audit firms performing attestation of sustainability reporting.

Pursuant to the current version of the legal provisions of the Accounting Act of 29 September 1994, selection of the audit firm to perform audits of financial statements and attestation of sustainability reporting is exercised by the corporate body, which approves the financial statement of an entity, unless otherwise provided by articles of association, statute or other binding legal provisions of the entity.

Currently, the competence to select an auditor to audit the financial statements rests with the Supervisory Board of CD PROJEKT S.A. For the sake of consistency in the current division of corporate responsibilities between the Company's corporate bodies, and in order to streamline the decision-making process in this area, it is proposed to introduce a provision to the Articles of Association designating the Supervisory Board, as the body also competent to select an audit firm to attest sustainability reporting.

The proposed solution is also consistent with the practice that has already taken shape in the Polish capital market and is widely used by Polish companies listed on the Warsaw Stock Exchange S.A.