

**Draft resolutions of the Ordinary General Meeting of Shareholders of CD PROJEKT S.A.
convened on June 28, 2022**

**Resolution No. 1
of June 28, 2022
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
*concerning the election of the General Meeting Chairman***

Pursuant to Art. 409 § 1 and Art. 420 § 2 of the Commercial Companies Code the General Meeting of Shareholders hereby nominates Mr./Ms. [] as General Meeting Chairman, with the election having taken place in a secret ballot.

Management Board justification concerning Resolution no. 1:

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

**Resolution No. 2
of June 28, 2022
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
*concerning approval of the General Meeting agenda***

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

1. Opening of the General Meeting.
2. Election of General Meeting Chairman.
3. Determining that the General Meeting has been validly convened and is empowered to undertake binding decisions.
4. Approval of General Meeting agenda.
5. Discussion concerning the Company's managerial reports, the Company's financial statement and the consolidated financial statement for 2021.
6. Resolution concerning approval of the Company's financial statement for 2021.
7. Resolution concerning approval of the consolidated financial statement of the CD PROJEKT Group for 2021.
8. Resolution concerning approval of the Management Board report on CD PROJEKT Group and CD PROJEKT S.A. activities in 2021.
9. Resolution concerning the allocation of Company profit obtained in 2021.
10. Resolution on granting discharge to the President of the Management Board, Mr. Adam Kiciński, on account of the performance of his duties between January 1 and December 31, 2021.
11. Resolution on granting discharge to the Vice President of the Management Board, Mr. Marcin Iwiński, on account of the performance of his duties between January 1 and December 31, 2021.
12. Resolution on granting discharge to the Vice President of the Management Board, Mr. Piotr Nielubowicz, on account of the performance of his duties between January 1 and December 31, 2021.

13. Resolution on granting discharge to Mr. Adam Badowski, member of the Management Board, on account of the performance of his duties between January 1 and December 31, 2021.
14. Resolution on granting discharge to Mr. Michał Nowakowski, member of the Management Board, on account of the performance of his duties between January 1 and December 31, 2021.
15. Resolution on granting discharge to Mr. Piotr Karwowski, member of the Management Board, on account of the performance of his duties between January 1 and December 31, 2021.
16. Resolution on granting discharge to Chairwoman of the Supervisory Board, Ms. Katarzyna Szwarz, on account of the performance of her duties between January 1 and December 31, 2021.
17. Resolution on granting discharge to Deputy Chairman of the Supervisory Board, Mr. Piotr Pałowski, on account of the performance of his duties between January 1 and December 31, 2021.
18. Resolution on granting discharge to Mr. Michał Bień, member of the Supervisory Board, on account of the performance of his duties between January 1 and December 31, 2021.
19. Resolution on granting discharge to Mr. Maciej Nielubowicz, member of the Supervisory Board, on account of the performance of his duties between January 1 and December 31, 2021.
20. Resolution on granting discharge to Mr. Krzysztof Kilian, member of the Supervisory Board, on account of the performance of his duties between May 25 and December 31, 2021.
21. Resolution on granting discharge to Mr. Jan Łukasz Wejchert, member of the Supervisory Board, on account of the performance of his duties between May 25 and December 31, 2021.
22. Resolution expressing an opinion with regard to the CD PROJEKT S.A. Supervisory Board report concerning remuneration of members of the Management Board and Supervisory Board in 2021.
23. Resolution concerning changes in remuneration of Supervisory Board members.
24. Resolution concerning dissolution of reserve capital created to finance purchase of the Company's own shares.
25. Resolution concerning amendments to § 14 of the Company's Articles of Association.
26. Resolution concerning amendments to § 16 of the Company's Articles of Association.
27. Resolution concerning amendments to § 21 of the Company's Articles of Association.
28. Conclusion of the meeting.

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 Chairman stems from § 6 of the General Meeting Regulations.

**Resolution No. 3
of June 28, 2022
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
*concerning approval of the Company's financial statement for 2021***

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

§ 1

The financial statement of CD PROJEKT S.A. for 2021, comprising the items listed below, is hereby approved:

1. Statement of financial position of 31 December 2021, with the balance of assets and the corresponding equity and liabilities valued at **2 061 162 652.70** (two billion sixty-one million one hundred sixty-four thousand six hundred fifty-two 70/100) PLN,

2. Profit and loss account for the period between 1 January and 31 December 2021, showing a net profit of **240 113 068.92** (two hundred forty million one hundred thirteen thousand sixty eight 92/100) PLN,
3. Statement of comprehensive income for the period between 1 January and 31 December 2021 showing an aggregate net profit of **244 454 849.28** (two hundred forty-four million four hundred fifty-four thousand eight hundred forty-nine 28/100) PLN,
4. Cash flow statement for the period between 1 January and 31 December 2021 showing a decrease in monetary assets by **77 118 849.88** (seventy seven million one hundred eighteen thousand eight hundred forty-nine 88/100) PLN,
5. Statement of changes in equity showing a decrease in equity by **262 294 312.67** (two hundred sixty-two million two hundred ninety-four thousand three hundred twelve 67/100) PLN for the period between 1 January and 31 December 2021,
6. Other supplementary information and clarifications.

§ 2

The resolution enters into force on the day 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 28, 2022**

**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 2021

Pursuant to Art. 395 § 5 of the Commercial Companies Code the General Meeting has decided the following:

§ 1

The consolidated financial statement of the CD PROJEKT Group for 2021, comprising the items listed below, is hereby approved:

1. Consolidated statement of financial position of 31 December 2021, with the balance of assets and the corresponding equity and liabilities valued at **2 158 735 275.32** (two billion one hundred fifty-eight million seven hundred thirty-five thousand two hundred seventy-five 32/100) PLN,
2. Consolidated profit and loss account for the period between 1 January and 31 December 2021, showing a net profit of **208 907 918.27** (two hundred eight million nine hundred seven thousand nine hundred eighteen 27/100) PLN,
3. Consolidated statement of comprehensive income for the period between 1 January and 31 December 2021 showing an aggregate net profit of **213 749 075.34** (two hundred thirteen million seven hundred forty-nine thousand seventy-five 34/100) PLN,
4. Consolidated cash flow statement for the period between 1 January and 31 December 2021 showing a decrease in monetary assets by **151 749 169.45** (one hundred fifty-one million seven hundred forty-nine thousand one hundred sixty-nine 45/100) PLN,
5. Statement of changes in consolidated equity showing a decrease in equity by **293 000 086.59** (two hundred ninety-three million eighty-six 59/100) PLN for the period between 1 January and 31 December 2021,
6. Other supplementary information and clarifications.

§ 2

The resolution enters into force on the day 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 28, 2022
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 Capital Group and CD
PROJEKT S.A. activities in 2021***

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

§ 1

The Management Board report on CD PROJEKT Capital Group and CD PROJEKT S.A. activities in 2021 is hereby approved.

§ 2

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

Management Board justification concerning Resolution no. 5:

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. 6
of June 28, 2022
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
*concerning allocation of Company profit for 2021***

Acting under Art. 393 section 1 and Art. 395 § 2 item 2 of the Commercial Companies Code, the General Meeting hereby decides the following:

§ 1

The General Meeting directs the net profit obtained by the Company in the 2021 financial year, in the amount of 240 113 068.92 (two hundred forty million one hundred thirteen thousand sixty-eight 92/100) PLN, discounted by the negative value of retained earnings from the 2020 financial year at 4 179 037.00 (four million one hundred seventy-nine thousand thirty-seven 00/100) PLN i.e., yielding 235 934 031.92 (two hundred thirty-five million nine hundred thirty-four thousand thirty-one 92/100) PLN, to be allocated as follows: 100 738 800.00 (one hundred million seven hundred thirty-eight thousand eight hundred) PLN is to be divided among shareholders by issuing a dividend at 1 (one) PLN per share, while the remaining 135 195 231.92 (one hundred thirty-five million one hundred ninety-five thousand two hundred thirty one 92/100) PLN is to be reassigned to the Company reserve capital.

§ 2

In conjunction with the foregoing, the General Meeting decides to set the dividend record date to 5 July 2022 and the dividend payment date to 12 July 2022.

§ 3

The resolution enters into force on the day 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 Management Board further addressed the allocation of net profit for 2021 in Current Report no. 17/2022 of 25 May 2022.

**Resolution No. 7
of June 28, 2022
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
on granting discharge to the President of the Management Board, Mr. Adam Kiciński, on account
of the performance of his duties between January 1 and December 31, 2021**

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

§ 1

The Ordinary General Meeting hereby grants discharge to the President of the Management Board, Mr. Adam Kiciński, on account of the performance of his duties between January 1 and December 31, 2021.

§ 2

The resolution enters into force on the day 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. 395 § 2 item 3 of the Commercial Companies Code.

**Resolution No. 8
of June 28, 2022
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
on granting discharge to the Vice President of the Management Board, Mr. Marcin Iwiński, on
account of the performance of his duties between January 1 and December 31, 2021**

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

§ 1

The Ordinary General Meeting hereby grants discharge to the Vice President of the Management Board, Mr. Marcin Iwiński, on account of the performance of his duties between January 1 and December 31, 2021.

§ 2

The resolution enters into force on the day 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. 395 § 2 item 3 of the Commercial Companies Code.

**Resolution No. 9
of June 28, 2022
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw**

on granting discharge to the Vice President of the Management Board, Mr. Piotr Nielubowicz, on account of the performance of his duties between January 1 and December 31, 2021

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

§ 1

The Ordinary General Meeting hereby grants discharge to the Vice President of the Management Board, Mr. Piotr Nielubowicz, on account of the performance of his duties between January 1 and December 31, 2021.

§ 2

The resolution enters into force on the day 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. 395 § 2 item 3 of the Commercial Companies Code.

**Resolution No. 10
of June 28, 2022**

**of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw**

on granting discharge to Mr. Adam Badowski, Member of the Management Board, on account of the performance of his duties between January 1 and December 31, 2021

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

§ 1

The Ordinary General Meeting hereby grants discharge to Mr. Adam Badowski, Member of the Management Board, on account of the performance of his duties between January 1 and December 31, 2021.

§ 2

The resolution enters into force on the day 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. 395 § 2 item 3 of the Commercial Companies Code.

**Resolution No. 11
of June 28, 2022**

**of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw**

on granting discharge to Mr. Michał Nowakowski, Member of the Management Board, on account of the performance of his duties between January 1 and December 31, 2021

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

§ 1

The Ordinary General Meeting hereby grants discharge to Mr. Michał Nowakowski, Member of the Management Board, on account of the performance of his duties between January 1 and December 31, 2021.

§ 2

The resolution enters into force on the day 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. 395 § 2 item 3 of the Commercial Companies Code.

Resolution No. 12

of June 28, 2022

of the Ordinary General Meeting of Shareholders

of CD PROJEKT S.A., headquartered in Warsaw

on granting discharge to Mr. Piotr Karwowski, Member of the Management Board, on account of the performance of his duties between January 1 and December 31, 2021

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

§ 1

The Ordinary General Meeting hereby grants discharge to Mr. Piotr Karwowski, Member of the Management Board, on account of the performance of his duties between January 1 and December 31, 2021.

§ 2

The resolution enters into force on the day 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. 395 § 2 item 3 of the Commercial Companies Code.

Resolution No. 13

of June 28, 2022

of the Ordinary General Meeting of Shareholders

of CD PROJEKT S.A., headquartered in Warsaw

on granting discharge to Chairwoman of the Supervisory Board, Ms. Katarzyna Szwarz, on account of the performance of her duties between January 1 and December 31, 2021

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

§ 1

The Ordinary General Meeting hereby grants discharge to Chairwoman of the Supervisory Board, Ms. Katarzyna Szwarz, on account of the performance of her duties between January 1 and December 31, 2021.

§ 2

The resolution enters into force on the day 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. 395 § 2 item 3 of the Commercial Companies Code.

Resolution No. 14

of June 28, 2022

of the Ordinary General Meeting of Shareholders

of CD PROJEKT S.A., headquartered in Warsaw

on granting discharge to Deputy Chairman of the Supervisory Board, Mr. Piotr Pałowski, on account of the performance of his duties between January 1 and December 31, 2021

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

§ 1

The Ordinary General Meeting hereby grants discharge to deputy Chairman of the Supervisory Board, Mr. Piotr Pałowski, on account of the performance of his duties between January 1 and December 31, 2021.

§ 2

The resolution enters into force on the day 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. 395 § 2 item 3 of the Commercial Companies Code.

**Resolution No. 15
of June 28, 2022**

**of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
*on granting discharge to Mr. Michał Bień, Member of the Supervisory Board, on account of the performance of his duties between January 1 and December 31, 2021***

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

§ 1

The Ordinary General Meeting hereby grants discharge to Mr. Michał Bień, Member of the Supervisory Board, on account of the performance of his duties between January 1 and December 31, 2021.

§ 2

The resolution enters into force on the day 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. 395 § 2 item 3 of the Commercial Companies Code.

**Resolution No. 16
of June 28, 2022**

**of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
*on granting discharge to Mr. Maciej Nielubowicz, Member of the Supervisory Board, on account of the performance of his duties between January 1 and December 31, 2021***

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

§ 1

The Ordinary General Meeting hereby grants discharge to Mr. Maciej Nielubowicz, Member of the Supervisory Board, on account of the performance of his duties between January 1 and December 31, 2021.

§ 2

The resolution enters into force on the day 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. 395 § 2 item 3 of the Commercial Companies Code.

Resolution No. 17
of June 28, 2022
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
on granting discharge to Mr. Krzysztof Kilian, Member of the Supervisory Board, on account of the performance of his duties between May 25 and December 31, 2021

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

§ 1

The Ordinary General Meeting hereby grants discharge to Mr. Krzysztof Kilian, Member of the Supervisory Board, on account of the performance of his duties between May 25 and December 31, 2021.

§ 2

The resolution enters into force on the day 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. 395 § 2 item 3 of the Commercial Companies Code.

Resolution No. 18
of June 28, 2022
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
on granting discharge to Mr. Jan Łukasz Wejchert, Member of the Supervisory Board, on account of the performance of his duties between May 25 and December 31, 2021

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

§ 1

The Ordinary General Meeting hereby grants discharge to Mr. Jan Łukasz Wejchert, Member of the Supervisory Board, on account of the performance of his duties between May 25 and December 31, 2021.

§ 2

The resolution enters into force on the day 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. 395 § 2 item 3 of the Commercial Companies Code.

Resolution No. 19
of June 28, 2022
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw

expressing an opinion with regard to the CD PROJEKT S.A. Supervisory Board report concerning remuneration of members of the Management Board and Supervisory Board in 2021

§ 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 (JL 2021 item 1983) and § 3 section 1 of the CD PROJEKT S.A. Remuneration Policy the General Meeting hereby issues a positive opinion regarding the Supervisory Board Report on remuneration in the 2021 financial year.

§ 2

The resolution enters into force on the day 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 (JL 2021 item 1983) and § 3 section 1 of the CD PROJEKT S.A. Remuneration Policy.

**Resolution No. 20
of June 28, 2022
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
*concerning changes in remuneration of Supervisory Board members***

Pursuant to Art. 392 of the Commercial Companies Code the General Meeting hereby decides the following:

§ 1

The General Meeting approves the following remuneration:

- a) of the Chairperson of the Supervisory Board – 12 500 (twelve thousand five hundred) PLN per month;
- b) of Members of the Supervisory Board – 7 500 (seven thousand five hundred) PLN per month;
- c) for participation in the Audit Committee – 2 500 (two thousand five hundred) PLN per month.

§ 2

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

Management Board justification concerning Resolution no. 20:

The proposal to increase the remuneration of the Supervisory Board stems from the need to adjust the remuneration of Supervisory Board members in step with the scale-up of the Company's activities, and changes in its regulatory and market environment.

**Resolution No. 21
of June 28, 2022
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
*concerning dissolution of reserve capital created to finance purchase of the Company's own shares***

Pursuant to Art. 396 § 5 of the Commercial Companies Code the General Meeting hereby decides the following:

§ 1

The General Meeting decides to dissolve the unused portion of the reserve capital created under Resolution no. 21 of the Ordinary General Meeting of CD PROJEKT S.A. of 28 July 2020 in order to finance the purchase of the Company's own shares, at 35 741 438.16 (thirty five million seven hundred forty-one thousand four hundred thirty-eight 16/100) PLN. The General Meeting decides that the amount deriving from dissolved reserve capital is to be allocated to the supplementary capital.

§ 2

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

Management Board justification concerning Resolution no. 21:

This reserve capital was created to finance the purchase of the Company's own shares in conjunction with the vesting of the Company's Incentive Program for 2016-2021. The remaining amount represents the unused portion of the capital following purchase of own shares, as mandated by the General Meeting of Shareholders.

Resolution No. 22
of June 28, 2022
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
concerning amendments to § 14 of the Company's Articles of Association

Pursuant to Art. 430 § 1 of the Commercial Companies Code, along with Art. 380¹ of the Commercial Companies Code introduced by the Act of 9 February 2022 concerning amendments to the Commercial Companies Code and certain other acts (JL 2022 item 807) which has not yet entered into force as of the convocation date of this General Meeting, the General Meeting hereby decides to amend the Company's Articles of Association as follows:

§ 1

§ 14 of the Company's Articles of Association is given the following form:

1. *Supervisory Board approval, issued in the form of a resolution, is required when incurring liabilities, purchasing or selling assets worth more than 10% of the Company's equity as published in its most recent financial statement, except when such actions relate to sales of the Company's products and services.*
2. *The Management Board is obligated to notify the Supervisory Board of:*
 - a) *the Company's condition, including with regard to its assets, as well as any significant circumstances related to the Company's operations,*
 - b) *transactions and other events or circumstances which have, or may have, a significant effect on the Company's material condition, including its profitability or liquidity,*
 - c) *changes in information previously provided to the Supervisory Board, if such changes have, or may have, a significant effect on the Company's material condition.*

With regard to subsidiaries, the Management Board's foregoing obligation is restricted to information held by the Management Board which is regarded as significant from the point of view of the Company's material status.

Information may be provided in any form specified in the Management Board and Supervisory Board regulations concerning communication between the Management Board and the Supervisory Board, including electronically, or orally, during Supervisory Board

meetings (except for disclosure obligations listed in Art. 380¹ § 1 and 2 of the Commercial Companies Code).

§ 2

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

§ 3

The resolution enters into force on the day of its adoption and becomes effective on the date the amended Articles of Association are registered by the appropriate court of registration.

Management Board justification concerning Resolution no. 22:

The amendment to the Company's Article of Association introduced by this resolution serves to align the Company's Articles with requirements regarding disclosures provided by the Management Board to the Supervisory Board, introduced by the Act of 9 February 2022 concerning amendments to the Commercial Companies Code and certain other acts (JL 2022 item 807) in such a way that the main goal of the amended Art. 380¹ of the Commercial Companies Code is met, while adapting the list of requirements to the Company's and its capital group organization.

Resolution No. 23
of June 28, 2022
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
concerning amendments to § 16 of the Company's Articles of Association

Pursuant to Art. 430 § 1 of the Commercial Companies Code the General Meeting hereby decides to amend the Company's Articles of Association as follows:

§ 1

§ 16 of the Company's Articles of Association is given the following form:

No member of the Management Board may exercise functions in the bodies of entities outside the Company's group, or engage in competition with the Company, without Supervisory Board approval.

§ 2

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

§ 3

The resolution enters into force on the day of its adoption and becomes effective on the date the amended Articles of Association are registered by the appropriate court of registration.

Management Board justification concerning Resolution no. 23:

The amendment to the Company's Article of Association introduced by this resolution serves to align the Company's Articles with (i) Section 2.7 of the Best Practice of WSE Listed Companies 2021, and (ii) the corresponding changes in the Company's Management Board Regulations.

Resolution No. 24
of June 28, 2022
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
concerning amendments to § 21 of the Company's Articles of Association

Pursuant to Art. 430 § 1 of the Commercial Companies Code, along with Art. 382¹ of the Commercial Companies Code introduced by the Act of 9 February 2022 concerning amendments to the Commercial Companies Code and certain other acts (JL 2022 item 807) which has not yet entered into force as of the convocation date of this General Meeting, the General Meeting hereby decides to amend the Company's Articles of Association as follows:

§ 1

In § 21 of the Company's Articles of Association Section 3 is introduced with the following content:

3. *The Supervisory Board may adopt a resolution mandating an investigation, to be performed at the Company's expense, of specific matters related to the Company's activities or assets, and appointment of an advisor to prepare specific analyses or opinions as provided for in Art. 382¹ of the Commercial Companies Code. The General Meeting is authorized to determine the maximum remuneration payable by the Company to Supervisory Board advisors in a given financial year.*

§ 2

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

§ 3

The resolution enters into force on the day of its adoption and becomes effective on the date the amended Articles of Association are registered by the appropriate court of registration.

Management Board justification concerning Resolution no. 24:

The amendment to the Company's Article of Association introduced by this resolution serves to align the Company's Articles with changes concerning the appointment of Supervisory Board advisors expressed in Art. 382¹ of the Commercial Companies Code, introduced by the Act of 9 February 2022 concerning amendments to the Commercial Companies Code and certain other acts (JL 2022 item 807).

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