

**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.

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

§ 2.

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

The resolution was adopted in a secret ballot with 60,113,218 votes for, no votes against and no votes abstaining. 60,113,218 shares took part in the vote, constituting 60.17% of the share capital, on which valid votes were cast. The total number of valid votes was 60,113,218.

**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 Shareholders hereby approves the agenda of the General Meeting of Shareholders published on the Company website on 26 May 2025 and in Current Report no. 9/2025 of 27 May 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 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.

The resolution was adopted in an open ballot with 60,113,218 votes for, no votes against and no votes abstaining. 60,113,218 shares took part in the vote, constituting 60.17% of the share capital, on which valid votes were cast. The total number of valid votes was 60,113,218.

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.

The resolution was adopted in an open ballot with 59,812,255 votes for, 109,499 votes against and 191,464 votes abstaining. 60,113,218 shares took part in the vote, constituting 60.17% of the share capital, on which valid votes were cast. The total number of valid votes was 60,113,218.

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

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 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.

The resolution was adopted in an open ballot with 59,819,275 votes for, 102,479 votes against and 191,464 votes abstaining. 60,113,218 shares took part in the vote, constituting 60.17% of the share capital, on which valid votes were cast. The total number of valid votes was 60,113,218.

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

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 Group activities, for the financial year ending on 31 December 2024, including the Sustainability statement for that period is hereby approved.

§ 2.

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

The resolution was adopted in an open ballot with 59,956,641 votes for, 948 votes against and 155,629 votes abstaining. 60,113,218 shares took part in the vote, constituting 60.17% of the share capital, on which valid votes were cast. The total number of valid votes was 60,113,218.

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

Acting under 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 2024 financial year, in the amount of **470,672,657.32** (four hundred seventy million six hundred and seventy two thousand six hundred and fifty seven 32/100) PLN, to be allocated as follows:

- i. the amount of **99,910,510.00** (ninety nine million nine hundred and ten thousand five hundred and ten 00/100) PLN, is to be divided among the shareholders by issuing a dividend at 1.00 (one 00/100) PLN per one share;
- ii. the remaining part of the profit, i.e. **370,762,147.32** (three hundred seventy million and seven hundred sixty two thousand one hundred forty seven 32/100) PLN 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.

The resolution was adopted in an open ballot with 60,113,218 votes for, no votes against and no votes abstaining. 60,113,218 shares took part in the vote, constituting 60.17% of the share capital, on which valid votes were cast. The total number of valid votes was 60,113,218.

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

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, 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.

The resolution was adopted in a secret ballot with 59,203,336 votes for, 1,014 votes against and 216,228 votes abstaining. 59,420,578 shares took part in the vote, constituting 59.47% of the share capital, on which valid votes were cast. The total number of valid votes was 59,420,578.

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

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 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.

The resolution was adopted in a secret ballot with 59,365,676 votes for, 1,014 votes against and 167,047 votes abstaining. 59,533,737 shares took part in the vote, constituting 59.59% of the share capital, on which valid votes were cast. The total number of valid votes was 59,533,737.

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

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 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.

The resolution was adopted in a secret ballot with 55,426,652 votes for, 424,437 votes against and 216,228 votes abstaining. 56,067,317 shares took part in the vote, constituting 56.12% of the share capital, on which valid votes were cast. The total number of valid votes was 56,067,317.

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 Management Board 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

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 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.

The resolution was adopted in a secret ballot with 53,037,459 votes for, 1,014 votes against and 216,228 votes abstaining. 53,254,701 shares took part in the vote, constituting 53.30% of the share capital, on which valid votes were cast. The total number of valid votes was 53,254,701.

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

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, 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.

The resolution was adopted in a secret ballot with 59,787,238 votes for, 1,014 votes against and 216,238 votes abstaining. 60,004,490 shares took part in the vote, constituting 60.06% of the share capital, on which valid votes were cast. The total number of valid votes was 60,004,490.

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. Paweł Zawodny
on account of the performance of his duties as a Member of the Management Board
between January 1 and December 31, 2024

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. 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.

The resolution was adopted in a secret ballot with 59,877,539 votes for, 1,014 votes against and 216,238 votes abstaining. 60,094,791 shares took part in the vote, constituting 60.15% of the share capital, on which valid votes were cast. The total number of valid votes was 60,094,791.

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

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. 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.

The resolution was adopted in a secret ballot with 59,895,966 votes for, 1,014 votes against and 216,238 votes abstaining. 60,113,218 shares took part in the vote, constituting 60.17% of the share capital, on which valid votes were cast. The total number of valid votes was 60,113,218.

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

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. 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.

The resolution was adopted in a secret ballot with 44,704,194 votes for, 2,542,786 votes against and 216,238 votes abstaining. 47,463,218 shares took part in the vote, constituting 47.51% of the share capital, on which valid votes were cast. The total number of valid votes was 47,463,218.

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

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 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.

The resolution was adopted in a secret ballot with 57,436,864 votes for, 2,460,116 votes against and 216,238 votes abstaining. 60,113,218 shares took part in the vote, constituting 60.17% of the share capital, on which valid votes were cast. The total number of valid votes was 60,113,218.

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 Member of the Supervisory Board
between January 1 and December 31, 2024

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 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.

The resolution was adopted in a secret ballot with 57,436,864 votes for, 2,460,116 votes against and 216,238 votes abstaining. 60,113,218 shares took part in the vote, constituting 60.17% of the share capital, on which valid votes were cast. The total number of valid votes was 60,113,218.

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 Member of the Supervisory Board Mr. Maciej Nielubowicz
on account of the performance of his duties between January 1 and December 31, 2024

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 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.

The resolution was adopted in a secret ballot with 57,436,772 votes for, 2,460,208 votes against and 216,238 votes abstaining. 60,113,218 shares took part in the vote, constituting 60.17% of the share capital, on which valid votes were cast. The total number of valid votes was 60,113,218.

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 Member of the Supervisory Board Mr. Jan Łukasz Wejchert
on account of the performance of his duties between January 1 and December 31, 2024

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 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.

The resolution was adopted in a secret ballot with 57,436,864 votes for, 2,460,116 votes against and 216,238 votes abstaining. 60,113,218 shares took part in the vote, constituting 60.17% of the share capital, on which valid votes were cast. The total number of valid votes was 60,113,218.

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.

The resolution was adopted in an open ballot with 47,673,132 votes for, 12,440,076 votes against and 10 votes abstaining. 60,113,218 shares took part in the vote, constituting % of the share capital, on which valid votes were cast. The total number of valid votes was 60,113,218.

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.

The resolution was adopted in an open ballot with 59,957,579 votes for, no votes against and 155,639 votes abstaining. 60,113,218 shares took part in the vote, constituting 60.17% of the share capital, on which valid votes were cast. The total number of valid votes was 60,113,218.

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.”

The resolution was adopted in an open ballot with 59,967,495 votes for, 145,713 votes against and 10 votes abstaining. 60,113,218 shares took part in the vote, constituting 60.17% of the share capital, on which valid votes were cast. The total number of valid votes was 60,113,218.

**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,
46.7 – 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,*
 73.10 – *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.

The resolution was adopted in an open ballot with 60,113,218 votes for, no votes against and no votes abstaining. 60,113,218 shares took part in the vote, constituting 60.17% of the share capital, on which valid votes were cast. The total number of valid votes was 60,113,218.

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 2023 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**”);
- c. existing shareholders are deprived of 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.

§ 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 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 Scheme 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.

The resolution was adopted in an open ballot with 55,379,775 votes for, 4,733,443 votes against and no votes abstaining. 60,113,218 shares took part in the vote, constituting 60,17% of the share capital, on which valid votes were cast. The total number of valid votes was 60,113,218.

**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.

The resolution was adopted in an open ballot with 50,876,838 votes for, 9,236,380 votes against and no votes abstaining. 60,113,218 shares took part in the vote, constituting 60.17% of the share capital, on which valid votes were cast. The total number of valid votes was 60,113,218.

Disclaimer: This English language translation has been prepared solely for the convenience of English speaking readers. Despite all the efforts devoted to this translation, certain discrepancies, omissions or approximations may exist. In case of any differences between the Polish and the English versions, the Polish version shall prevail. CD PROJEKT, its representatives and employees decline all responsibility in this regard.