

**Draft resolutions of the Ordinary General Meeting of Shareholders of CD PROJEKT
S.A. convened on May 25, 2021**

The Management Board of CD PROJEKT S.A. hereby announces the draft resolutions to be considered by the Ordinary General Meeting convened on May 25, 2021 . These materials can also be found on the Company website at www.cdprojekt.com.

**Resolution No. 1
of May 25, 2021
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 May 25, 2021
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 2020.
6. Resolution concerning approval of the Company's financial statement for 2020.
7. Resolution concerning approval of the consolidated financial statement of the CD PROJEKT Group for 2020.
8. Resolution concerning approval of the Management Board report on CD PROJEKT Group and CD PROJEKT S.A. activities in 2020.
9. Resolution concerning the allocation of Company profit obtained in 2020.
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, 2020.

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, 2020.
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, 2020.
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, 2020.
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, 2020.
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, 2020.
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, 2020.
17. Resolution on granting discharge to Deputy Chairman of the Supervisory Board, Mr. Piotr Pągowski, on account of the performance of his duties between January 1 and December 31, 2020.
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, 2020.
19. Resolution on granting discharge to Mr. Krzysztof Kilian, member of the Supervisory Board, on account of the performance of his duties between January 1 and December 31, 2020.
20. 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, 2020.
21. Resolution expressing an opinion with regard to the CD PROJEKT S.A. Supervisory Board report concerning compensation of members of the Management Board and Supervisory Board in 2019-2020.
22. Resolution concerning appointment of members of the Supervisory Board to a new term of office.
23. Resolution concerning amendment of the Company Articles.
24. 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 May 25, 2021
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
*concerning approval of the Company's financial statement for 2020***

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 2020, comprising the items listed below, is hereby approved:

1. Statement of financial position of 31 December 2020, with the balance of assets and the corresponding equity and liabilities valued at 2 749 261 874,47 PLN,
2. Profit and loss account for the period between 1 January and 31 December 2020, showing a net profit of 1 132 234 728,22 PLN,
3. Statement of comprehensive income for the period between 1 January and 31 December 2020 showing an aggregate net profit of 1 132 676 300,04 PLN,
4. Cash flow statement for the period between 1 January and 31 December 2020 showing an increase in monetary assets by 408 728 583,23 PLN,
5. Statement of changes in equity showing an increase in equity by 1 059 418 909,65 PLN for the period between 1 January and 31 December 2020,
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 May 25, 2021
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 2020**

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 2020, comprising the items listed below, is hereby approved:

1. Consolidated statement of financial position of 31 December 2020, with the balance of assets and the corresponding equity and liabilities valued at 2 894 477 986,65 PLN,
2. Consolidated profit and loss account for the period between 1 January and 31 December 2020, showing a net profit of 1 154 327 223,19 PLN,
3. Consolidated statement of comprehensive income for the period between 1 January and 31 December 2020 showing an aggregate net profit of 1 154 962 398,76 PLN,
4. Consolidated cash flow statement for the period between 1 January and 31 December 2020 showing an increase in monetary assets by 513 929 380,76 PLN,
5. Statement of changes in consolidated equity showing an increase in equity by 1 081 705 008,37 PLN for the period between 1 January and 31 December 2020,
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 25 May 2021
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 for the period between January 1 and December 31, 2020

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 for the period between January 1 and December 31, 2020 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 May 25, 2021
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
concerning allocation of Company profit for 2020

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 2020, in the amount of 1 132 234 728.22 (one billion one hundred thirty-two million two hundred thirty-four thousand seven hundred twenty-eight PLN 22/100) PLN to be allocated as follows: 503 694 000.00 (five hundred three million six hundred ninety-four thousand 00/100) PLN is to be divided among shareholders by issuing a dividend at 5.00 (five) PLN per share, while the remaining 628 540 728.22 (six hundred twenty-eight million five hundred forty thousand seven hundred twenty-eight 22/100) 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 1 June 2021 and the dividend payment date to 8 June 2021.

§ 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.

Resolution No. 7
of May 25, 2021
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, 2020

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, 2020.

§ 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 May 25, 2021
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, 2020

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, 2020.

§ 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 May 25, 2021
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, 2020

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, 2020.

§ 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 May 25, 2021
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, 2020

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, 2020.

§ 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 May 25, 2021
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, 2020

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, 2020.

§ 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 May 25, 2021
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, 2020

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, 2020.

§ 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 May 25, 2021
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 Szwarc, on
account of the performance of her duties between January 1 and December 31, 2020

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 Szwarc, on account of the performance of her duties between January 1 and December 31, 2020.

§ 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 May 25, 2021

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, 2020

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, 2020.

§ 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 May 25, 2021

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, 2020

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, 2020.

§ 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 May 25, 2021

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 January 1 and December 31, 2020

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 January 1 and December 31, 2020.

§ 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 May 25, 2021

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, 2020

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, 2020.

§ 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 May 25, 2021
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 compensation of members of the Management Board and Supervisory Board in
2019-2020

Acting under Art. 395 § 2¹ of the Commercial Companies Code, in conjunction with Art. 90g section 6 of the of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organized Trading, and Public Companies of 29 July 2005 (JL 2020, item no. 2080) and § 3 section 1 of the CD PROJEKT S.A. Remuneration Policy the General Meeting hereby expresses a positive opinion with regard to the Supervisory Board report concerning compensation at the Company in the financial years 2019 and 2020.

Management Board justification concerning Resolution no. 18:

A resolution of this kind is often adopted at Ordinary General Meetings. The need to adopt this kind of resolution stems from Art. 395 § 2¹ of the Commercial Companies Code, in conjunction with Art. 90g section 6 of the of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organized Trading, and Public Companies of 29 July 2005 and § 3 section 1 of the CD PROJEKT S.A. Remuneration Policy

Resolution No. 19-23
of May 25, 2021
of the Ordinary General Meeting of Shareholders
concerning appointment of a member of the Supervisory Board to a new term of office

Acting under Art. 385 of the Commercial Companies Code the General Meeting hereby decides the following:

§ 1

The Ordinary General Meeting hereby appoints Mr./Ms. [...] to the Supervisory Board for its new term.

§ 2

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

Management Board justification concerning Resolution no. [...]:

The need to adopt this type of resolution stems from the fact that, in accordance with § 18 of the Company Articles the Supervisory Board is appointed for a four-year term. The incumbent members of the Supervisory Board were appointed on the basis of General Meeting resolutions issued on 23 May 2017. Accordingly, their terms expire on the date of the General Meeting convened to approve the financial report of the Company for 2020, necessitating appointment of Supervisory Board members for the next four-year term of office. Given that under § 17 of the Company Articles the Supervisory Board consists of five members, five appointment resolutions are required.

Resolution No. 24
of May 25, 2021
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
concerning amendment of the Company Articles

Acting under Art. 430 § 1 of the Commercial Companies Code the General Meeting hereby decides the following:

§1.

§5 section 1 of the Company Articles is given the following form:

§ 5.

1. The Company engages in the following activities:
 - PKD 18.20.Z – Reproduction of recorded media
 - PKD 32.40.Z – Manufacture of games and toys
 - PKD 46.51.Z – Wholesale of computers, peripheral equipment and software
 - PKD 47.41.Z – Retail sale of computers, peripheral units and software in specialized stores
 - PKD 47.91.Z – Retail sale via mail order houses or via the Internet
 - PKD 58.21.Z – Publishing of computer games
 - PKD 58.29.Z – Other software publishing
 - PKD 59.11.Z – Motion picture, video and television programme production activities
 - PKD 59.12.Z – Motion picture, video and television programme post-production activities
 - PKD 59.13.Z – Motion picture, video and television programme distribution activities
 - PKD 59.20.Z – Sound recording and music publishing activities
 - PKD 62.01.Z – Computer programming activities
 - PKD 62.02.Z – Computer consultancy activities
 - PKD 62.03.Z – Computer facilities management activities
 - PKD 62.09.Z – Other information technology and computer service activities
 - PKD 63.11.Z – Data processing, hosting and related activities
 - PKD 63.12.Z – Web portals
 - PKD 68.10.Z – Buying and selling of own real estate
 - PKD 68.20.Z – Rental and operating of own or leased real estate
 - PKD 70.22.Z – Business and other management consultancy activities
 - PKD 72.19.Z – Other research and experimental development on natural sciences and engineering
 - PKD 74.90.Z – Other professional, scientific and technical activities not elsewhere classified
 - PKD 77.40.Z – Leasing of intellectual property and similar products, except copyrighted works
 - PKD 82.99.Z – Other business support service activities not elsewhere classified
 - PKD 85.60.Z – Educational support activities
 - PKD 94.99.Z – Activities of other membership organizations not elsewhere classified

§ 2.

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

§ 3.

The resolution enters into force on the day of its adoption, however, the legal effect of amendments to § 5 section 1 of the Company Articles comprising changes in the Company's

areas of business activity shall become binding on the date the amended § 5 section 1 of the Company Articles, as specified in this resolution, is approved by the Registry Court.

Management Board justification concerning Resolution no. 24:

The goal of amending the Company Articles by modifying the list of business activities which the Company may engage in is to align the historically very broad range of potential activities with the range of activities in which the Company actually engages. The existing Articles do not accurately reflect the Company's real activity profile.