

**„RESOLUTION No. ..../1/2023  
of the Extraordinary General Meeting of CI Games, S.A. based in Warsaw  
of [\*\*\*] January 2023**

**on the conversion of the Company into a European company (SE) pursuant to Articles 2(4) and 37  
of Council Regulation (EC) No 2157/2001 of 8 October 2001 on the Statute for a European Company  
(SE) (OJ L No. 294, p. 1, as amended)**

The Extraordinary General Meeting of CI Games, S.A. based in Warsaw (the “**Company**”), hereby resolves the following:

**§ 1**

1. The Extraordinary General Meeting, acting on the basis of the provisions of Article 563(1) points 1-2 and 4-6 of the Commercial Companies Code in conjunction with Article 21(1) of the Act of 4 March 2005 on the European Economic Interest Grouping and the European Company (Journal of Laws of 2022, item 259, as amended), and Article 2(4), Article 15 and Article 37 paragraph 7 of Council Regulation (EC) No. 2157/2001 of 8 October 2001 on the Statute European Company (SE) (OJ L No 294, p. 1, as amended; the “**Regulation**”), after reading the “Draft Terms of Conversion of CI Games Spółka Akcyjna with its registered office in Warsaw into a European Company (SE)” prepared by the Management Board of the Company on 23 December 2022 (the “**Draft Terms of Conversion**”) and the Appendices to the Draft Terms of Conversion together with the auditor's opinion on the amount of the Company's net assets referred to in Article 37(6) of the Regulation, hereby:

a) pursuant to Article 2(4) in conjunction with Article 37(7) of the Regulation, decides to transform the Company into a European Company (SE), on the terms set out in the Draft Terms of Conversion, constituting Appendix No. 1 to this Resolution (the “**Converted Company**”), (the “**Conversion**”), the content of which, together with the Appendices, has been made public by the Company on the Company's website and in current report No. [\*\*\*] of [\*\*\*]; The Conversion will take place in the process of transformation of the Company as a domestic joint-stock company that has had for at least two years a subsidiary subject to the law of another Member State of the European Union, into a European joint-stock company (SE);

b) approves the Draft Terms of Conversion and its Appendices to the Draft Terms of Conversion;

c) sets the amount of the share capital of the Converted Company, which will be expressed in the national currency, i.e. in new Polish zlotys, at PLN 1,829,430.15 (in words: one million eight hundred twenty nine thousand four hundred and thirty zlotys 15/100), which amount will not change as a result of the Conversion, and which share capital of the Converted Company will be divided into 182,943,015 ordinary bearer shares series A, B, C, D, E, E, F, G, H and I, with a nominal value of PLN 0.01 (in words: one grosz) each share;

d) determines the following composition of the first Management Board of the Converted Company: Marek Tymiński – President of the Management Board and David Broderick – Vice-President of the Management Board

e) determines the following composition of the first Supervisory Board of the Converted Company: [\*\*\*],

f) agrees to the wording of the Statutes of the Converted Company in the wording proposed by the Management Board of the Company in Appendix No. 2 to the Draft Terms of Conversion;

g) pursuant to Article 12(3)(1) of the Accounting Act of 29 September 1994 (Journal of Laws of 2021, item 217, as amended), decides not to close the Company's accounting books or open the accounts of the Converted Company; the Company's accounting books will be kept on a continuation basis for the Converted Company.

## **§ 2**

The resolution enters into force on the date of its adoption, with the proviso that the Conversion takes place on the date of registration of the Conversion by the Company's registry court in the register of entrepreneurs of the National Court Register."