

**“RESOLUTION No. .../2/2023
of the Annual General Meeting of CI Games, SE based in Warsaw
of 29 June 2023
on the appointment of the Supervisory Board Member of CI Games, SE**

The Annual General Meeting of CI Games, SE based in Warsaw (the “**Company**”), hereby resolves the following:

§ 1

The Annual General Meeting, acting pursuant to Article 385 § 1 of the Commercial Companies Code in conjunction with Article 10 and Article 40 sec. 2 and 3 of Council Regulation (EC) No 2157/2001 of 8 October 2001 on the Statute for a European company (SE) (Official Journal of the European Union L 2001 No. 294, p. 1, as amended) and the provisions of § 20 sec. 1-3 of the Company's Articles of Association, hereby appoints Mr. Mike Foley as a Member of the Supervisory Board of CI Games, SE for a joint term of office.

§ 2

The resolution enters into force on the date of its adoption.”

Justification to the draft resolution No. .../2/2023:

The necessity for the Annual General Meeting to adopt a resolution on the appointment of a new Member of the Supervisory Board results from the provisions of § 20 sec. 1 of the Articles of Association of CI Games, SE and from Art. 385 § 1 of the Commercial Companies Code. The extensive experience, competences and professional successes possessed by the candidate is the justification for his election and appointment to the Company’s Supervisory Board.

**“RESOLUTION No. .../2/2023
of the Annual General Meeting of CI Games, SE based in Warsaw
of 29 June 2023
on the establishment of an Incentive Programme addressed to key employees and co-workers of
the CI Games Capital Group, including Members of the Management Board of CI Games SE**

The Annual General Meeting of CI Games, SE based in Warsaw (the “**Company**”), hereby resolves the following:

§ 1

The Ordinary Annual General Meeting of the Company adopts the Incentive Programme for the years 2023-2025 with the following assumptions:

1. The Company will organize and implement an incentive program (the "**Incentive Programme**") addressed to key employees and co-workers of the Company's Capital Group, including Members of the Management Board of the Company (the "**Eligible Persons**").
2. The general objective of the Incentive Programme is to ensure optimal conditions for achieving high financial results and long-term growth of the value of the Company and the Company's Capital Group by permanently binding the persons participating in the Incentive Programme with the Company, the Company's Capital Group and their objectives.
3. The Incentive Programme will be implemented through the issue of series D subscription warrants with the right to subscribe for ordinary bearer series K shares as part of a conditional increase in the Company's share capital. Under the Incentive Programme, warrants will be issued free of charge, while the shares will be issued at the issue price of PLN 3.50 (in words: three Polish zloty and 50/100).
4. The implementation of the Incentive Programme will depend on the fulfilment by the Company and the Company's Capital Group of one of the following two Detailed Targets, whichever is achieved first:
 - a) total net profit of CI Games Capital Group in financial years 2023-2024 is over PLN 150,000,000 (in words: one hundred fifty million Polish zloty) (the "**Target 1**"),
 - b) total net profit of CI Games Capital Group in financial years 2023-2025 amounting to PLN 250,000,000 (in words: two hundred fifty million Polish zloty) (the "**Target 2**"),
5. If Target 1 or Target 2 is accomplished, the Eligible Persons shall be granted not more than 9,000,000 (in words: nine million) Warrants, subject to Section 5 below.
6. Exceeding any of the Incentive Programme targets referred to in Section 3 above by each consecutive PLN 25,000,000 (in words: twenty-five million Polish zloty) more than specified in Section 3 above shall result in increasing the number of the Warrants allotted in connection with accomplishment of the related Incentive Programme target by 1,000,000 (in words: one million), not exceeding, however, 13,000,000 (in words: thirteen million) in total.
7. Detailed conditions for the implementation of the Incentive Programme are set out in the "Regulations of the Incentive Programme addressed to key employees and co-workers of the CI Games Capital Group, including Members of the Management Board of CI Games, SE with its registered office in Warsaw", constituting an integral **Annex** to this resolution.

§ 2

1. The Management Board of the Company, and with respect to members of the Management Board – the Supervisory Board of the Company, is authorized to finally verify the Programme Targets.
2. The Management Board of the Company is authorized to perform all factual and legal actions related to the implementation of this resolution and the Incentive Programme, which have not been reserved for the competence of the Company's Supervisory Board in section 1 above.

§ 3

The resolution enters into force on the date of its adoption.”

SCHEDULE TO THE DRAFT RESOLUTION NO. .../2/2023 OF THE ANNUAL GENERAL MEETING OF CI GAMES SE OF 29 JUNE 2023 ON ESTABLISHMENT OF THE INCENTIVE PROGRAMME ADDRESSED TO KEY EMPLOYEES AND CO-WORKERS OF CI GAMES CAPITAL GROUP, INCLUDING MEMBERS OF THE MANAGEMENT BOARD OF CI GAMES SE

REGULATIONS OF THE INCENTIVE PROGRAMME ADDRESSED TO KEY EMPLOYEES AND CO-WORKERS OF CI GAMES CAPITAL GROUP, INCLUDING MEMBERS OF THE MANAGEMENT BOARD OF CI GAMES SE WITH REGISTERED OFFICE IN WARSAW

§ 1

GENERAL OBJECTIVES OF THE INCENTIVE PROGRAMME

1. This Incentive Programme is established under Resolution No. .../2/2023 of the Annual General Meeting of CI Games SE of 29 June 2023 and determines the rules of allotment of series D subscription warrants to the Eligible Persons with right to subscribe for series K shares in the increased share capital of CI Games SE on the terms provided for below.
2. The general objective of the Incentive Programme is ensuring optimum conditions for accomplishment of high financial results and long-term increase in the value of CI Games SE and CI Games Capital Group by means of permanent attachment of the participants of the Incentive Programme to the Company, CI Capital Group and their targets.
3. Implementation of the Incentive Programme shall be conditional upon accomplishment by the Company and the CI Games Capital Group of one of the following Detailed Targets, whichever is accomplished first:
 - a) total net profit of CI Games Capital Group in financial years 2023-2024 is over PLN 150,000,000 (in words: one hundred fifty million Polish zloty) ("**Target 1**"),
 - b) total net profit of CI Games Capital Group in financial years 2023-2025 amounting to PLN 250,000,000 (in words: two hundred fifty million Polish zloty) ("**Target 2**"),

4. If Target 1 or Target 2 is accomplished, the Eligible Persons shall be granted not more than 9,000,000 (in words: nine million) Warrants, subject to Section 5 below.

5. Exceeding any of the Incentive Programme targets referred to in Section 3 above by each consecutive PLN 25,000,000 (in words: twenty-five million Polish zloty) more than specified in Section 3 above shall result in increasing the number of the Warrants allotted in connection with accomplishment of the related Incentive Programme target by 1,000,000 (in words: one million), not exceeding, however, 13,000,000 (in words: thirteen million) in total.

Net profit (mln PLN)	Number of Warrants, that can be allotted
150/250	9,000,000
175/275	10,000,000
200/300	11,000,000
225/325	12,000,000
250/350	13,000,000

6. In the event of a material change in the ownership structure of the Company (i.e., a significant change in the shareholding structure of the Company) in relation to the structure existing on the date of adoption of the Resolution of the General Meeting, in such a way that after the date of adoption of the Resolution of the General Meeting, more than 50% (in words: fifty percent) of the total number of shares in the Company will become the property of one or more shareholders acting in concert, other than the majority shareholder of the Company on the date of adoption of the General Resolution of the General Meeting who is also a member of the Management Board, the Shares will not be issued to eligible Participants, regardless of whether the Company has already concluded Participation Agreements with these Participants. In the case referred to in the first sentence, the Company shall without any delay, at the first possible date in accordance with the Regulations, and unconditionally pay in money to the Participants referred to in the previous sentence the amounts corresponding to the product of the difference between the Issue Price and weighted average (market) price per Share over the last 30 (in words: thirty) calendar days until the said change of ownership, multiplied by the number of Shares to which these Participants were entitled in accordance with the Regulations, relevant Executive Resolutions or Participation Agreements, and multiplied by the number of full calendar months from the General Meeting till the change of ownership divided by 24 (in words: twenty-four). The algorithm for determining the amount to be paid to each Participant, in the case referred to in this Section 6, is shown in the following formula:

$$P = (IP - MAP) * S_n * (M_n / 24)$$

where:

P means the amount of payment in money made to the Participants instead of granting them the Shares, in the case specified in Section 6 above,

IP means the Issue Price within the meaning of the Regulations,

MAP means the weighted average price of one share of the Company traded on the regulated market in the last 30 (in words: thirty) calendar days preceding the change in the ownership structure of the Company referred to in Section 6 above,

S_n means the number of Shares to which individual Participants will be entitled in accordance with the Regulations, relevant Executive Resolutions or Participation Agreements,

M_n means the number of full calendar months between the General Meeting and the date of change in the ownership structure of the Company referred to in Section 6 above, divided by 24 (in words: twenty-four).

§ 2

DEFINITIONS

The following terms capitalised in these Regulations shall have the meaning defined in this provision:

SHARES, SERIES K SHARES (AND EACH OF THEM SEPARATELY – SHARE, SERIES K SHARE)	Shall mean (collectively) series K ordinary bearer shares in the Company's share capital with par value of PLN 0.01 (one Polish grosz) each, in the total number not exceeding the number of the Subscription Warrants, i.e. up to 13,000,000 (in words: thirteen million) ordinary bearer shares with par value of PLN 0.01 each, issued under the resolution no. .../2/2023 of the Annual General Meeting of the Company of 29 June 2023 on issue of series D subscription warrants with right to subscribe for series K shares with exclusion of the current shareholders' right to acquire them current shareholders in full, conditional increase of the Company's share capital with exclusion of the current shareholders' right to acquire the shares, amendment of the Company's Articles of Association and consent to registration of series D subscription warrants and series K shares in Krajowy Depozyt Papierów Wartościowych S.A. and application for approval and listing of series K shares on the regulated market run by Giełda Papierów Wartościowych w Warszawie S.A.
PROGRAMME TARGETS (AND EACH OF THEM SEPARATELY – PROGRAMME TARGET)	Shall mean the Detailed Programme Targets referred to in § 1 Section 3 of the Regulations, referred to as Target 1 and Target 2.
ISSUE PRICE	Shall mean the price for which the Participants will subscribe for the Shares, i.e. PLN 3.50 (in words: three and 50/100 Polish zloty).
CI GAMES CAPITAL GROUP	Shall mean the capital group the Company is the parent company of which within the meaning of Article 4 § 1 Point 4 of CCC, formed by the Company and each of its current and future subsidiaries.
CCC	Shall mean the Act of 15 September 2000 – Code of Commercial Companies (consolidated text: Journal of Laws of 2022, item 1467, as amended).
LIST OF ELIGIBLE	Shall mean the list of Employees (Eligible Persons) granted the right to subscribe for Subscription Warrants

PERSONS	within the Programme Period.
ELIGIBLE PERSONS (AND EACH SEPARATELY – ELIGIBLE PERSON)	Shall mean the Employees granted the right to subscribe for Subscription Warrants within the Programme Period, specified in the List of Eligible Persons.
PROGRAMME PERIOD	Shall mean the period of duration of the Incentive Programme of no longer than four consecutive financial years, commencing in the year of adoption of these Regulations, i.e., years: 2023, 2024, 2025, 2026.
EMPLOYEE (AND JOINTLY – EMPLOYEES)	Shall mean any employee or co-worker of the Company or any subsidiary of the Company (i.e., within CI Games Capital Group), performing specific activities under a contract of employment, contract of mandate, cooperation contract, contract of specific work or any other legal relationship of similar purpose, nature or effect for the benefit of the Company or any other company from CI Games Capital Group.
INCENTIVE PROGRAMME, PROGRAMME	Shall mean the remuneration programme (incentive programme) for key Employees of CI Games Capital Group, including Members of the Company's Management Board, implemented on the terms specified herein, adopted under the resolution of the Annual General Meeting of the Company No. .../2/2023 of 29 June 2023.
SUPERVISORY BOARD	Shall mean the Company's Supervisory Board.
REGULATIONS	Shall mean these Regulations of the Incentive Programme adopted under the resolution of the Annual General Meeting No. .../2/2023 on establishment of the incentive programme addressed to key employees and co-workers of CI Games Capital Group, including Members of the Management Board of CI Games SE.
REGISTRY COURT	Shall mean the District Court for the capital city of Warsaw in Warsaw, 13 th Commercial Division of the National Court Register being the registry court for the Company.
COMPANY	Shall mean CI Games SE with registered office in Warsaw.
LEGAL RELATIONSHIP WITH THE COMPANY	Shall mean a legal relationship under which work is provided to the Company or any other company from CI Games Capital Group or under which a function in the Company or any other company from CI Games Capital Group is fulfilled, in particular under a contract of employment, appointment or any other legal

	relationship (employment or non-employment engagement) as well as any other legal relationship under which services are performed, an order is executed or a mandate is executed for the benefit of the Company or any other company from CI Games Capital Group against a monetary consideration (remuneration) received from the Company or any other company from CI Games Capital Group.
RESOLUTION OF THE GENERAL MEETING	Shall mean resolution No. .../2/2023 of the Annual General Meeting of the Company of 29 June 2023 on establishment of the incentive programme addressed to key employees and co-workers of CI Games Capital Group, including Members of the Management Board of CI Games SE.
EXECUTIVE RESOLUTIONS (AND EACH SEPARATELY – EXECUTIVE RESOLUTION)	Shall mean (collectively) the resolutions of the Management Board or Supervisory Board adopted under the Regulations.
PARTICIPANTS, PROGRAMME PARTICIPANTS (AND EACH SEPARATELY – PARTICIPANT PROGRAMME PARTICIPANT)	Shall mean the members of the Management Board or key Employees appointed by the Management Board or Supervisory Board and entered in the List of Eligible Persons, who concluded Participation Agreements with the Company.
PARTICIPATION AGREEMENT	Shall mean a civil law agreement binding the Eligible Person with the Company, concluded in connection with implementation of the Incentive Programme and determining individual terms of participation of the given person in the Programme.
GENERAL MEETING	Shall mean the Annual General Meeting of CI Games SE held on 29 June 2023.
WARRANTS/SUBSCRIPTION WARRANTS (AND EACH SEPARATELY – WARRANT OR SUBSCRIPTION WARRANT)	Shall mean (collectively) series D registered securities issued gratuitously by the Company as part of the Incentive Programme under the Resolution of the General Meeting, incorporating the right to subscribe for one Share each, in a dematerialised form.
MANAGEMENT BOARD	Shall mean the Company's Management Board.

§ 3

ASSUMPTIONS OF THE INCENTIVE PROGRAMME

1. Accomplishment of the Incentive Programme Targets shall last for no more than four consecutive financial years, as of 2023, i.e. in years 2023, 2024, 2025, 2026, subject to § 11 Section 3.
2. The Incentive Programme is addressed to no more than 149 (in words: one hundred forty-nine) persons.
3. As part of the Incentive Programme, the Employees who are Eligible Persons can, subject to satisfaction of the criteria provided for in the Regulations, acquire the right to subscribe for Warrants.
4. The Incentive Programme ends automatically at the end of the Programme Period, i.e., on 31 December 2026. However, the general meeting of the Company, ordinary or extraordinary, may adopt a resolution on early termination of the Programme, i.e. before the date referred to in the first sentence. In addition, the Management Board may decide to suspend the implementation of the Programme or to expire some of the Participants' rights specified in the Regulations in the event of significant changes in the provisions of common law affecting the implementation of the Programme or in the event of other changes affecting the Company and which may affect the implementation of the Programme, in particular ownership or economic changes concerning the Company.

§ 4

LEGAL RELATIONSHIP WITH THE COMPANY

1. Implementation of the Incentive Programme is conditional upon the Participant remaining in a Legal Relationship with the Company from the day of his/her entry in the List of Eligible Persons to 31 December 2024 or 31 December 2025, depending on accomplishment of which Programme Target: Target 1 or Target 2 forms the basis for initiation of Programme implementation, unless the Executive Resolution of the Management Board or Supervisory Board or the Participation Agreement stipulate otherwise.
2. Change of the form/nature of the legal relationship with the Company within the Programme Period does not affect validity of satisfaction of the criterion referred to in Section 1 above.

§ 5

FORM OF PARTICIPATION

1. Each Eligible Person joining the Programme shall conclude a Participation Agreement with the Company, determining the Eligible Person's rights and obligations arising from participation in the Programme.
2. In the Participation Agreement concluded by the Supervisory Board with a Participant who is a member of the Management Board and by the Management Board with a Participant who is not a member of the Management Board:
 - a) obligation to perform work or perform the cooperation agreement concluded with the Company (or any other company from CI Games Capital Group) for a specific period of time

under the Legal Relationship with the Company binding the given Participant can be imposed on the Participant,

b) conclude the authorization granted to the Participant to apply for granting him/her by the Company financial assistance for the acquisition of the Shares, on the terms specified separately in the regulations relating to the granting of such financial aid adopted in the Company.

3. The Participation Agreements can be concluded with the Employees (Eligible Persons) from the day of closing of the General Meeting, also prior to the date arising from § 7 Section 3 of the Regulations, and no later than to 31 December 2025.

4. The Supervisory Board shall prepare and adopt the regulations of award of financial aid by the Company for the purpose of subscription for Shares referred to in Section 2 letter b) above prior to allotment of the first Warrants to the Participants.

§ 6

LIST OF ELIGIBLE PERSONS

1. The Management Board, and in the case of Participants who are members of the Management Board - the Supervisory Board, within the time limit specified in § 7 Section 3 below, shall determine the List of Eligible Persons, specifying the maximum number of Warrants allotted to each of the Eligible Persons therein.

2. The List of Eligible Persons can be created not earlier than on the day of closing of the Annual General Meeting.

3. The List of Eligible Persons referred to in Section 1 above can be modified and supplemented within the scope of the unallotted or unsubscribed Warrants as well as Warrants the rights to subscribe for which were lost due to termination of the Legal Relationship with the Company by the Eligible Person (be it on Company's or Eligible Person's initiative). In particular, the List of the Eligible Persons can be supplemented with new Eligible Persons within the entire Programme Period, subject to § 1 Sections 3-5 of the Regulations.

§ 7

ALLOTMENT OF WARRANTS

1. The Eligible Persons shall acquire the right to subscribe for the Warrants provided that one of the Programme Targets specified in the Regulations and targets specified in the Participation Agreement concluded with the given Participant, according to § 5 Section 2 letter a) above, provided that such targets are agreed with the Participant in the Participation Agreement (the so-called KPI).

2. Failure to accomplish one of the Programme Targets shall result in the Warrants not being allotted to the Participants, understood concurrently as non-implementation of the Programme under § 4 Section 1 above.

3. Verification of accomplishment of the Programme Targets by the Eligible Persons shall be carried out by the Management Board in the form of an Executive Resolution within three (3) months from the Annual (Ordinary) General Meeting of the Company approving the financial statements of the Company for financial year 2024 or 2025. In the case of Eligible Persons who

are Members of the Management Board, the Supervisory Board shall adopt an Executive Resolution upon request of the President of the Management Board within three (3) months from closing of the Annual (Ordinary) General Meeting of the Company for year 2024 or 2025.

4. Under the Incentive Programme, the Eligible Persons can be allotted no more than 13,000,000 (in words: thirteen million) Warrants.

§ 8

WARRANTS

1. The Warrants allotted to the Participants under the Incentive Programme shall be settled by awarding the Participants the right to subscribe for the Warrants incorporating the right to subscribe for the Shares, subject to satisfaction of the conditions provided for in the Regulations or Participation Agreement.

2. Upon satisfaction of the conditions provided for in the Regulations or Participation Agreement, the Warrants shall be issued immediately to the Programme Participants and their release shall be recorded by the Company. As the Warrants will have a dematerialised form, the "issue of warrants" shall be understood as registering the Warrants in the securities account of the Eligible Person.

3. The Warrants are securities in a dematerialised form, according to the law effective on the day of their allotment. The Warrants will not be traded on a regulated market.

4. The Warrants covered by the Programme shall be issued in a single series D.

5. The Warrants are not convertible into bearer subscription warrants.

6. The terms of transferability of the Warrants shall be determined in the Participation Agreement.

7. The Warrants are inheritable. The heirs of the Warrant holder shall appoint one person and present it to the Company to exercise the right to subscribe for Series K Shares, subject to ineffective expiry of the time limit for exercise of the right to subscribe for shares on the part of such heirs.

8. The Warrants shall be subscribed for by the Eligible Persons under the relevant Executive Resolutions of the Management Board or Supervisory Board, subject to fulfilment of the conditions provided for in the Regulations.

9. The Warrants entitle to subscribe for Shares, depriving the current shareholders of the Company of the right to acquire them. The Shares shall be acquired upon coverage with a monetary contribution in full, no later than upon (on the day) of subscription for the Shares.

10. One Warrant shall vest the right to subscribe for one Share.

11. The Subscription Warrants are non-transferable.

§ 9

EXERCISE OF THE RIGHT TO SUBSCRIBE FOR THE SHARES

1. The basis for award of the right to subscribe for the Subscription Warrants shall be accomplishment of the Programme Targets and targets specified in the Participation Agreement concluded with the given Participant, according to § 5 Section 2 letter a) above, provided that such targets are determined in the Participation Agreement.
2. In the case of accomplishment, according to the Participation Agreement, of the Programme Targets and targets provided for in the Participation Agreement concluded with the given Participant, according to § 5 Section 2 letter a) above, provided that such targets are determined in the Participation Agreement, Warrants shall be allotted to the Programme Participant in the number resulting from the relevant Executive Resolution and Participation Agreement.
3. Upon verification of the Programme Targets, the Supervisory Board in relation to the members of the Management Board participating in the Programme and the Company's Management Board in relation to other persons, according to the adopted Programme settlement method, shall submit offers for subscription for the Warrants to the Eligible Persons, along with the schedules in the form of the Warrant subscription form and form of declaration of subscription for Shares in exercise of the rights from Warrants, the templates of which form Schedule No. 1 and No. 2 to the Regulations.

§ 10

ALLOTMENT OF WARRANTS

1. Within three (3) months from the Annual (Ordinary) General Meeting referred to in Article 395 of CCC, the Management Board, and in relation to the members of the Management Board - the Supervisory Board, shall adopt the Executive Resolution for financial year 2024 or 2025 on final verification of Programme Targets and allotment of Warrants to the specified Programme Participants.
2. If:
 - a) the Programme Targets set by the General Meeting, as specified in the Regulations, are accomplished in full and
 - b) the total number of Warrants allotted in the Participation Agreements is lower than the maximum number of allottable Warrants,the remaining number of the Warrants shall be distributed by the Supervisory Board among the Programme Participants proportionally to their share in the pool allotted by the Management Board and Supervisory Board under Section 1 above.
3. The Warrants shall be issued to the Eligible Persons immediately after the Management Board or Supervisory Board adopt the Executive Resolutions on verification of the Programme Targets and allotment of Warrants to the specified Eligible Persons, not earlier, however, than on upon registration by the Registry Court of the conditional increase of the Company's share capital resolved by the General Meeting.

4. A Participant can subscribe for the Warrants upon acceptance of the Company's offer within the period of Programme effectiveness, i.e., to the day specified in § 11 Section 3 below, unless the relevant Executive Resolution or Participation Agreement stipulates otherwise.
5. The declaration of offer acceptance shall be submitted in writing. The offer expires if not accepted within the time limit specified therein.
6. The Warrants shall be issued to a Participant entered in the List of the Eligible Persons immediately upon submittal of the declaration of offer acceptance by such a Participant.
7. The Warrants can be issued within the entire Programme Period.
8. The Warrants shall be recorded in the register kept by Krajowy Depozyt Papierów Wartościowych S.A. (*National Depository for Securities*).

§ 11

SUBSCRIPTION FOR SHARES

1. Upon satisfaction of the conditions provided for in the Regulations, the Programme Participant shall have the right of first refusal with regard to subscription for Series K Shares for the price of PLN 3.50 (in words: three and 50/100 Polish zloty). The Shares can be subscribed for: (i) after registration of the conditional increase of the Company's share capital resolved by the General Meeting by the Registry Court, (ii) as a result of exercising the rights attached to the Warrants, and (iii) in performance of the relevant Executive Resolutions of the Management Board or Supervisory Board.
2. The Shares can be covered only with monetary contributions.
3. The rights from the Warrants can be exercised on each request of their holder, no later, however, than to 31 December 2026.
4. The holder of the Warrants can submit the declaration of subscription for Shares within the time limit referred to in Section 3 above the template of which forms Schedule No. 2 to the Regulations.
5. If the holder of the Warrants fails to submit the declaration of subscription for Shares within the time limit referred to in Section 3 above, the right arising from the Warrants held expires and the Warrants are redeemed.
6. The Company shall apply for listing of Series K Shares on the regulated market run by Giełda Papierów Wartościowych w Warszawie S.A. (*Warsaw Stock Exchange*).

§ 12

RIGHTS FROM THE SHARES

1. The Programme Participant who subscribes for Shares he/she is entitled to on the basis of the Warrants can exercise all rights vested in him/her that are not excluded in the Regulations, corporate documents of the Company or any other documents binding the Participant, subject to Section 2 below.

2. The Shares subscribed for by the given Participant can be transferred within the time limits specified below and detailed in the Participation Agreement, and:

a) within the period of 45 (in words: forty-five) days from subscription for the Shares, the Shareholder can transfer no more than 1/3 of the Shares subscribed for by him/her (partial lock-up);

b) within the period of subsequent 45 (in words: forty-five) days from expiry of the period referred to in letter a) above, the Participant can transfer the remaining Shares, not exceeding, however, 1/3 of the Shares subscribed for by him/her (partial lock-up);

c) within the period of subsequent 45 (in words: forty-five) days from expiry of the period referred to in letter b) above, the Participant can transfer the remaining Shares if he/she transferred a part of them within the time limits specified in letters a)-b) or transfer all Shares subscribed for by him/her if he/she did not transfer them under letters a)-b) above.

3. Series K Shares shall participate in the dividend on the following terms:

a) if the Shares are issued in the period between the beginning of the financial year and the record date referred to in Article 348 § 2 of CCC, inclusively – they shall participate in the profit earned from the first day of the financial year preceding the year of their issue,

b) if the Shares are issued after the record date referred to in Article 348 § 2 of CCC to the end of the financial year - they shall participate in the profit earned from the first day of the financial year of their issue.

§ 13

FINAL PROVISIONS

1. These Regulations enter into force on the day of their adoption by the General Meeting of the Company.

2. The Programme will be implemented without drawing up and publishing a prospectus, in accordance with the exceptions to the prospectus obligation set out in Article 1(4)(b) and (i) and (5)(h) of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market and repealing Directive 2003/71/EC (OJ L 168, page 12, as amended), in each case in which the fulfilment of the relevant conditions set out in the above-mentioned provisions of the Regulation in question will be possible in accordance with the relevant provisions of common law in force on the date of offering Warrants, Shares or applying for admission of Shares to trading on a regulated market. The Company shall prepare an information document containing information on the number and nature of the securities as well as criteria and details of the offering if the Company is obliged to do so at the time of offering the Shares to the Eligible Persons, especially under the above-mentioned Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC.

3. The Participants may subscribe for the Warrants or Shares only in accordance with the applicable provisions of common law and regulations of the Krajowy Depozyt Papierów Wartościowych S.A.

4. The costs related to development and implementation of the Incentive Programme shall be charged to the Company.
5. The civil law liabilities connected with subscription for the Subscription Warrants or Shares, or their transfer by the Participants as well as the costs connected with the contribution for the Shares shall be charged to the Participants. This also applies to the costs associated with maintaining the securities accounts on which the Warrants or Shares will be recorded – those costs shall be borne by the Participants concerned.
6. The implementation of the Programme shall take place regardless of the implementation of the "Incentive Program addressed to key employees and co-workers of the CI Games Capital Group, including Members of the Management Board of CI Games S.A.", adopted on the basis of Resolution No. 19/1/2021 of the Annual General Meeting of CI Games Spółka Akcyjna with its registered office in Warsaw of June 22, 2021 "on the establishment of an incentive program addressed to key employees and co-workers of the CI Games Capital Group, including Members of the Management Board of CI Games S.A.".
7. Should any provision of the Regulations be found invalid or ineffective, it shall be replaced with a valid and effective provision. The Company's Supervisory Board can amend these Regulations in the case of any material circumstances changing the needs and situation of the Company and for the purpose of full security of the Company's interest at the given stages of implementation of the Incentive Programme.
8. In all matters not governed by the Regulations, the provisions of the applicable commonly governing Polish law shall apply.

Schedule No. 1 to the Regulations of the Incentive Programme adopted under the Resolution of the Annual General Meeting of CI Games SE No. .../2/2023 of 29 June 2023 – draft offer for subscription for Subscription Warrants and draft form of subscription for Subscription Warrants

OFFER FOR SUBSCRIPTION OF SERIES D SUBSCRIPTION WARRANTS IN CONNECTION WITH PARTICIPATION IN THE INVENTIVE PROGRAMME

Full name

Place of residence

Due to your participation, as an Eligible Person within the meaning of the Regulations of the Incentive Programme of CI Games SE with registered office in Warsaw (the "**Company**") adopted under the Resolution No. .../2/2023 of the Annual General Meeting of the Company of 29 June 2023 on establishment of the incentive programme addressed to key employees and co-workers of CI Games Capital Group, including Members of the Management Board of CI Games SE (the "**Regulations**"), the Company hereby informs that the Supervisory Board adopted the resolution under § 10 Section 1 of the Regulations on

In connection with the aforementioned, due to origination of the Eligible Person's right to subscribe for..... series D Subscription Warrants (the "**Warrants**"), the offer for subscription of Warrants is addressed to the Eligible Person.

The Warrants shall be subscribed for gratuitously on the terms provided for in the Regulations by means of completion and submittal to the Company of the enclosed Warrant subscription form. Upon submittal of the properly completed form, the Company and Eligible Person shall take actions aiming at registration of the Warrants in Krajowy Depozyt Papierów Wartościowych S.A. Please note that the time limit for exercise of the rights from the Warrants (each Warrant) expires on

This offer regards subscription for (in words:)
Warrants to be issued gratuitously. The Offer is valid for (in words:) calendar days from the day of its submittal and shall thereafter expire.

For the Company:

.....

Warsaw,

**SUBSCRIPTION FORM FOR SERIES D SUBSCRIPTION WARRANTS ENTITLING TO
SUBSCRIBE FOR SERIES K SHARES OF CI GAMES SE IN CONNECTION WITH
PARTICIPATION IN THE INCENTIVE PROGRAMME OF THE COMPANY**

This document is a declaration submitted to CI Games SE with registered office in Warsaw ("Company") for the purpose of subscription for the series D Subscription Warrants issued under Resolution No. .../2/2023 of the Annual General Meeting of the Company of 29 June 2023 on establishment of the incentive programme addressed to key employees and co-workers of CI Games Capital Group, including Members of the Management Board of CI Games SE (the "Warrants").

Full name of the Eligible Person:

Place of residence:

*PESEL (Personal Identification Number) or any other identification number:
.....*

Number of Warrants subscribed for:

In connection with the offer for subscription of Warrants, I irrevocably accept / reject the said offer.*

Providing incomplete or incorrect data of the Eligible Person may render taking actions aiming at Warrant dematerialisation impossible.

DECLARATION OF THE ELIGIBLE PERSON

I, undersigned, declare that I have familiarised myself with the content of Resolution No. .../2/2023 of the Annual General Meeting of the Company of 29 June 2023 on establishment of the incentive programme addressed to key employees and co-workers of CI Games Capital Group, including Members of the Management Board of CI Games SE and the Regulations of the Company's Incentive Programme adopted thereunder and that I accept the terms of subscription for Series K Shares stipulated therein.

Date and signature of the Eligible Person:

For the Company:

.....

Warsaw,

FORM OF THE DECLARATION OF SUBSCRIPTION FOR SERIES K SHARES OF CI GAMES SE

This form is a declaration submitted under Article 451 § 1 of the Code of Commercial Companies in the scope of exercise of the rights from series D subscription warrants (the "Warrants") and subscription for Series K Shares (the "Shares").

The issued Shares are series K ordinary bearer shares with nominal value of PLN 0.01 (in words: one Polish grosz) each, to be subscribed for by the Warrant holder.

Full name of the Eligible Person:

Place of residence:

PESEL (Personal Identification Number) or any other identification number:

*Number of Warrants the right to subscribe for Shares in exercised from:
(in words:)*

Number of Shares subscribed for: (in words:)

Share issue price: PLN (in words: PLN)

Share coverage amount: (in words:)

Form of payment for the Shares: transfer to the bank account number

For of refund should the issue be not effected:

by transfer to the bank account number _____ in _____

other: _____

Share deposition:

Brokerage House where the Shares are to be deposited:

Securities account number:

Providing incomplete or incorrect data of the Eligible Person or method of refund of the paid amount or its part may result failure to subscribe for the Shares or untimely refund of the funds. The refund shall be made with no interest or compensation.

DECLARATION OF THE ELIGIBLE PERSON

I, undersigned, declare that I have familiarised myself with the content of Resolution No. .../2/2023 of the Annual General Meeting of the Company of 29 June 2023 on establishment of the incentive programme addressed to employees and co-workers, including Members of the Management Board of CI Games SE and the Regulations of the Company's Incentive Programme adopted thereunder and that I accept the terms thereof.

Date and signature of the Eligible Person:

.....

For the Company:

.....

Warsaw,

Justification to the draft resolution No. .../2/2023:

The necessity for the Annual General Meeting to adopt a resolution on the establishment of an incentive programme in the Company results from the legal nature of this corporate decision. The introduction of a (new) incentive programme in the Company is aimed at even stronger motivation to work for the Company and the CI Games Capital Group key employees and co-workers of the CI Games Group, which is to maximize the value of the Company for shareholders. Such a resolution, combined with the resolution on the issue of subscription warrants and shares issued for the needs and as part of the conditional share capital increase, may – in accordance with the provisions of the CCC – be adopted only by the general meeting of the Company.

**“RESOLUTION No. .../2/2023
of the Annual General Meeting of CI Games, SE based in Warsaw
of 29 June 2023**

regarding the issue of series D subscription warrants with the right to subscribe for series K shares with the exclusion of the pre-emptive rights of the existing shareholders, conditional increase of the Company's share capital with the exclusion of the pre-emptive rights of the existing shareholders, amendment of the Company's Articles of Association and consent to registration of series D subscription warrants and series K shares in the National Depository for Securities and applying for admission and introduction of series K shares to trading on the market regulated by the Warsaw Stock Exchange

The Annual General Meeting of CI Games, SE with its registered office in Warsaw (the "**Company**"), acting pursuant to Art. 393 item 5, Art. 449 and Art. 453 § 2 and § 3 of the Commercial Companies Code (the "**CCC**"), in connection with resolution no..../2/2023 of the Annual General Meeting of the Company of June 29, 2023, resolves as follows:

§ 1

1. Subject to registration of the conditional share capital increase made on the basis of this Resolution, the Company will issue no more than 13,000,000 (thirteen million) registered subscription warrants series D (the "**Warrants**", "**Subscription Warrants**") with the right to subscribe for no more than 13,000,000 (thirteen million) ordinary bearer series K shares (the "**Series K Shares**").
2. Key employees and co-workers of the Company's Capital Group, including Members of the Management Board of the Company, who have the status of "Eligible Person" within the meaning of Resolution No..../2/2023 of the Ordinary General Meeting of the Company of June 29, 2023 (jointly "**Eligible Persons**", individually the "**Eligible Person**"), who are participants in the incentive programme ("**Incentive Programme**"), established pursuant to Resolution No..../2/2023 of the Annual General Meeting of June 29, 2023 on the establishment of an incentive programme addressed to key employees and co-workers of the CI Games Capital Group, including Members of the Management Board of CI Games SE (the "**Programme Resolution**").
3. Warrants and Series K Shares will be acquired on the terms described in the Programme Resolution and the "Regulations of the Incentive Programme addressed to key employees and co-workers of the CI Games Capital Group, including Members of the Management Board of CI Games SE with its registered office in Warsaw" (the "**Regulations of the Incentive Programme**"), constituting an integral attachment to the Resolution on the Programme.
4. Each Warrant shall entitle to subscribe for one Series K Share on the terms described in this Resolution, and in matters not regulated by this Resolution – in the Programme Resolution and the Rules of the Incentive Programme.
5. Subscription Warrants are issued gratuitously.
6. The rights to subscribe for Series K Shares resulting from the Subscription Warrants may be exercised by the Eligible Persons within the deadlines specified in the Regulations of the Incentive Programme, but no later than by 31 December 2026.
7. The Subscription Warrants will not have the form of a document and will be dematerialized within the meaning of the Act of 29 July 2005 on Trading in Financial Instruments (the "**Act on Trading**").

8. The Subscription Warrant expires upon exercise of the right to subscribe for Series K Shares or upon expiry of the deadline for taking up Series K Shares referred to in section 6 above.
9. The Subscription Warrants cannot be exchanged for bearer subscription warrants.
10. In the event of liquidation of the Company, all Warrants expire and the right incorporated from them to subscribe for Series K Shares expires.
11. The pre-emptive right of the existing Shareholders' Subscription Warrants is entirely excluded. After hearing the written opinion of the Management Board of the Company, the Annual General Meeting of the Company states that the exclusion of the pre-emptive right of the existing Shareholders in relation to Subscription Warrants is justified by the implementation of the Incentive Programme for Eligible Persons and the need to carry it out in the most effective manner.
12. The rules regarding the transferability of Warrants will be specified in the agreement for participation in the Incentive Programme. Warrants are subject to inheritance. The heirs of the Warrant holder should indicate one person to the Company to exercise the right to subscribe for Series K Shares under pain of ineffective expiry of the deadline for exercising the right to take up shares on the part of these heirs.
13. The Subscription Warrants will be issued by way of a public offer referred to in Article 1(4)(b) and (i) of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market and repealing Directive 2003/71/EC (the "**Prospectus Regulation**"), and the offer to subscribe for the Warrants will be addressed to no more than 149 persons, therefore the issuance of the Warrants will not require the preparation, approval or preparation of a prospectus or information memorandum.
14. The Management Board of the Company and the Supervisory Board of the Company (to the extent specified in Article 379 of the CCC) shall undertake all necessary actions related to the issue and issuance of Subscription Warrants to Eligible Persons on the terms set out in this Resolution, the Programme Resolution, and the Regulations of the Incentive Programme.

§ 2

1. The share capital shall be conditionally increased by an amount not higher than PLN 130,000.00 (one hundred and thirty thousand Polish zloty) through the issue of no more than 13,000,000 (thirteen million) ordinary bearer series K shares with a nominal value of PLN 0.01 (one grosz) each in order to grant rights to subscribe for Series K Shares by holders of Series D Subscription Warrants.
2. The rights to subscribe for Series K Shares resulting from the Subscription Warrants may be exercised by the Persons entitled under the Subscription Warrants on the terms set out in this Resolution, and to the extent not regulated in this Resolution – in the Programme Resolution and in the Regulations of the Incentive Programme, but no later than by 31 December 2026 after meeting the conditions for implementation specified in the Resolution on the Programme and the Regulations of the Incentive Programme. Each Subscription Warrant entitles to subscribe for one Series K Share.
3. The Eligible Person shall be obliged to notify the Company in writing of the intention to exercise the right to subscribe for Series K Shares, stating in the notification the planned date of exercising the right to subscribe for Series K Shares and the number of Subscription Warrants from which the Eligible Person intends to exercise the right to subscribe for Series K Shares.

On the day of taking up Series K Shares, the Eligible Person shall submit an appropriate statement on taking up Series K Shares on the form prepared by the Company and pay the issue price for the Shares K Series.

4. The issue price of one Series K Share is PLN 3.50 (three Polish zloty and 50/100). The excess of the issue price over the nominal value of the Series K Shares will be allocated to the Company's supplementary capital.
5. Series K Shares will be issued only for cash contributions to holders of Subscription Warrants who submit a written statement on taking up Series K Shares in accordance with Article 451 § 1 of the CCC.
6. Series K shares will not have the form of a document and will be dematerialized within the meaning of the provisions of the Act on Trading.
7. Series K Shares will participate in the dividend for a given financial year on the following terms:
 - a) if Series K Shares are issued to the Eligible Person in the period from the beginning of a given financial year to the dividend date (including the dividend date) referred to in Article 348 § 2 of the CCC – these shares participate in the profit from the first day of the financial year immediately preceding the year in which they were issued;
 - b) if Series K Shares are issued to the Eligible Person in the period after the dividend date referred to in Article 348 § 2 of the CCC, until the end of a given financial year – the shares participate in the profit from the first day of the financial year in which they were issued.
8. In view of the fact that the Series K Shares will have a dematerialised form, the "issue of shares" referred to in Section 7 above shall be (also) understood as the registration of Series K Shares on the shareholder's securities account.
9. After hearing the written opinion of the Management Board of the Company, in the interest of the Company, the existing shareholders of the Company are deprived of the pre-emptive right to Series K Shares in full. After hearing the written opinion of the Management Board of the Company, the Annual General Meeting of the Company states that the exclusion of the pre-emptive right of the existing Shareholders in relation to Series K Shares is justified by the implementation of the Incentive Programme for Eligible Persons and the need to carry it out in the most effective way. The opinion of the Management Board of the Company regarding the exclusion of the pre-emptive right referred to in the first sentence constitutes **Appendix No. 1** to this resolution.
10. The issue of Series K Shares will be carried out by way of a public offer referred to in Article 1(4)(b) and (i) of the Prospectus Regulation, and the right to subscribe for Series K Shares will be available only to holders of Warrants in the number of fewer than 149, therefore the issue of Series K Shares will not require the preparation or approval of a prospectus or information memorandum.
11. To the extent not specified by this resolution or delegated to the Supervisory Board on the basis of this resolution or by operation of law, the Management Board is entitled to determine the detailed terms and conditions of the issue of Series K Shares and to specify the amount of the increased share capital of the Company.

§ 3

In connection with the conditional increase of the share capital, the Annual General Meeting of the Company decides to amend § 11 of the Company's Articles of Association, giving it the following new wording:

„§ 11

1. The conditional share capital of the Company amounts to PLN 267,207.26 (in words: two hundred sixty-seven thousand two hundred and seven Polish zloty 26/100) and is divided into:

a) no more than 13,720,726 (thirteen million seven hundred twenty thousand seven hundred twenty-six) ordinary bearer series J shares with a nominal value of PLN 0.01 (say: one grosz) each share,

b) no more than 13,000,000 (thirteen million) ordinary bearer series K shares with a nominal value of PLN 0.01 (say: one grosz) each share.

2. With regard to series J shares, the purpose of the conditional share capital increase is to grant the rights to subscribe for series J shares to holders of series C subscription warrants issued by the Company pursuant to Resolution No. 20/1/2021 of the Annual General Meeting of Shareholders of the Company of June 22, 2021 regarding the issue of series C subscription warrants with the right to subscribe for series J shares, excluding in full the pre-emptive rights of the existing shareholders, conditional increase of the Company's share capital with the exclusion of the pre-emptive rights of the existing shareholders, amendment of the Company's Articles of Association and consent to registration of series C subscription warrants and series J shares in the National Depository for Securities and applying for admission and introduction of series J shares to trading on the regulated market operated by the Warsaw Stock Exchange S.A.

3. The holders of subscription warrants referred to in paragraph 2 shall be entitled to subscribe for series J shares. The right to subscribe for series J shares may be exercised until 31 December 2024 at the latest, subject to detailed rules provided for in Resolution No. 20/1/2021 of the Annual General Meeting of Shareholders of the Company of 22 June 2021 on the issue of series C subscription warrants with the right to subscribe for series J shares with the exclusion in full of the pre-emptive rights of the existing shareholders, conditional increase of the Company's share capital with the exclusion of the pre-emptive rights of existing shareholders, amendment of the Company's Articles of Association and consent to registration of series C subscription warrants and series J shares in the National Depository for Securities and applying for admission and introduction of series J shares to trading on regulated market operated by the Warsaw Stock Exchange and Resolution No. 19/1/2021 of the Annual General Meeting of Shareholders of the Company of June 22, 2021 regarding the establishment of an incentive program addressed to key employees and co-workers of the CI Games Capital Group, including Members of the Management Board of CI Games S.A. If the rights under the series C subscription warrants are not exercised within the period specified in the previous sentence, the said rights under the warrants shall expire.

4. With respect to series K shares, the purpose of the conditional share capital increase is to grant the rights to subscribe for series K shares to holders of series D subscription warrants issued by the Company pursuant to Resolution No..../2/2023 of the Annual General Meeting of the Company of June 29, 2023 regarding the issue of series D subscription warrants with the right to subscribe for series K shares, excluding in full the pre-emptive rights of the existing shareholders, conditional increase of the Company's share capital with the exclusion of the pre-emptive rights of the existing shareholders, amendment of the Company's Articles of Association and consent to registration of series D subscription warrants and series K shares in the National Depository for Securities and applying for

admission and introduction of series K shares to trading on the regulated market operated by the Warsaw Stock Exchange S.A.

5. The holders of subscription warrants referred to in paragraph 4 shall be entitled to subscribe for series K shares. The right to subscribe for series K shares may be exercised up to 31 December 2026, subject to detailed rules provided for in resolution no.../2/2023 of the Annual General Meeting of the Company of 29 June 2023 regarding the issue of series D subscription warrants with the right to subscribe for series K shares, excluding in full the pre-emptive rights of the existing shareholders, conditional increase of the Company's share capital with the exclusion of the pre-emptive rights of the existing shareholders, amendment of the Company's Articles of Association and consent to registration of series D subscription warrants and series K shares in the National Depository for Securities and applying for admission and introduction of series K shares to trading on the regulated market operated by the Warsaw Stock Exchange and Resolution No.../2/2023 of the Annual General Meeting of the Company of June 29, 2023 regarding the establishment of an incentive program addressed to key employees and associates of the CI Games Capital Group, including Members of the Management Board of CI Games SE. If the rights under series D subscription warrants are not exercised within the period specified in the previous sentence, the said rights under the warrants shall expire.

§ 4

The Annual General Meeting of the Company authorizes the Supervisory Board of the Company to prepare a consolidated text of the Articles of Association of the Company taking into account the amendment of the Articles of Association of the Company made on the basis of this resolution.

§ 5

1. Pursuant to Article 27 Section 2 Item 3a of the Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies and Article 5 of the Act on Trading, the Annual General Meeting of the Company (i) consents to apply for admission and introduction to trading on the regulated market operated by the Warsaw Stock Exchange Series K Shares and (ii) authorizes and obliges the Management Board The Company to perform all factual and legal actions aimed at admitting and introducing the Series K Shares of the Company to trading on the regulated market operated by the Warsaw Stock Exchange S.A.
2. The Annual General Meeting of the Company authorizes and obliges the Management Board of the Company to perform all factual and legal actions to register Warrants and Series K Shares on accounts maintained by Krajowy Depozyt Papierów Wartościowych S.A. as well as to perform other obligations arising from the provisions of generally applicable law regarding the forced dematerialization of securities related to the issue of Warrants and Series K Shares.
3. If the Company were to facilitate the acquisition of Series K Shares by employees or associates of the Company as part of the performance of the Incentive Programme, as Eligible Persons, by financing such subscription, the Company shall create for this purpose an appropriate reserve capital referred to in Article 345 § 6 of the CCC, in accordance with the relevant provisions of common law.

§ 6

The resolution shall enter into force on the date of its adoption, however, the registration of the conditional increase of the Company's share capital and the amendment of the Company's Articles of Association will be made on the date of its registration by the registry court of the Company in the register of entrepreneurs of the National Court Register."

Justification to the draft resolution No. .../2/2023:

The necessity for the Annual General Meeting to adopt a resolution on the issue of subscription warrants and shares issued for the needs and as part of the conditional share capital increase may be adopted – in accordance with the provisions of the CCC – only by the general meeting of the Company. This resolution is accompanied by the exclusion of the pre-emptive right of the existing shareholders of the Company, which also falls within the competence of the general meeting, in accordance with article 433 § 2 of the CCC. The adoption of this resolution is necessary to establish an incentive program in the Company, which aims to motivate key employees and associates of the CI Games Group to work for the Company and the CI Games Capital Group, which in turn will serve to maximize the Company's value for shareholders.

**“RESOLUTION No. .../2/2023
of the Annual General Meeting of CI Games, SE based in Warsaw
of 29 June 2023**

regarding the issue of bonds convertible into shares, deprivation in full shareholders of the Company pre-emptive rights to series F convertible bonds, conditional increase of the Company's share capital, depriving shareholders of their entirety the Company's pre-emptive rights to series L shares; and amendments to the Company's Articles of Association

Acting pursuant to Article 393(5), Article 433 and Articles 448 to 454 of the Law of 15 September 2000. Code of Commercial Companies (Journal of Laws of 2022, item 1467, as amended; the "**CCC**"), Articles 19 and 21 of the Act of 15 January 2015 on Bonds (Journal of Laws of 2022, item 2244, as amended; the "**Act on Bonds**") and § 10 section 2 § 34 of the Articles of Association of CI Games Spółka Europejska (the "**Company**"), after hearing the opinion of the Management Board of the Company on depriving the Company's shareholders of the pre-emptive right to convertible series F bonds entitling them to subscribe for series L issue shares issued as part of the conditional share capital increase (constituting **Appendix No. 1** to this resolution) and on depriving the Company's shareholders of the pre-emptive right to series L shares issued in full as part of the conditional increase of the Company's share capital (constituting **Appendix No. 1** to this resolution), the Annual General Meeting hereby decides as follows:

§ 1

1. The Company will issue registered series F bonds, convertible into ordinary bearer shares of the Company series K with a total nominal value of these bonds not exceeding PLN 45,000,000 (forty-five million Polish zloty) (the "**Bonds**") with a nominal value PLN (in words:.....Polish zloty) each bond.
2. The final number of the Bonds will be determined by the Management Board of the Company in the terms of issue of the Bonds (the "**Terms of Issue**").
3. The bonds will not have the form of a document. The Bonds will be registered in a depository (the "**Depository**") maintained by Krajowy Depozyt Papierów Wartościowych S.A. with its registered office in Warsaw ("**KDPW**").
4. The offer to purchase the Bonds will be addressed only to qualified investors within the meaning of the applicable law, each of whom will purchase Bonds with a value not lower than PLN 500,000 (in words: five hundred thousand Polish zloty).
5. The date of issue of the Bonds (the "**Issue Date**") shall be the date of allotment of the Bonds. The date of allotment of the Bonds will take place not earlier than on the date of entry of mention of this resolution in the register of entrepreneurs of the National Court Register in which the Company is entered.
6. The redemption date of the Bonds (the "**Redemption Date**") will be determined by the Management Board of the Company in the Terms of Issue, but it will fall not earlier than 12 (say: twelve) months and not later than 2 (say: two) years from the Issue Date.
7. The Bonds will be subject to early redemption:
 - (a) at the request of the bondholder(s) – in the cases specified in the Terms of Issue ("**Early Redemption at the Bondholders' Request**"), or

(b) at the request of the Company – on the terms set out in the Terms of Issue (in particular, it is permissible to specify in the Terms of Issue a commission for bondholders for early redemption at the Company's request) ("**Early Redemption at the Company's Request**").

8. The Bonds will bear interest. The interest rate will be fixed and will amount to 8% (in words: eight percent). The Terms of Issue will specify the terms of interest payment, including its amount and the length of interest periods.

9. The Bond holder will have the right to:

(a) the payment of interest on the interest dates provided for in the Terms of Issue;

(b) to pay on the Redemption Date (or on the early redemption date as defined above) the nominal value of each of the Bonds to be redeemed (together with interest accrued up to that date and previously unpaid);

(c) acquisition of ordinary bearer series L shares of the Company, with a nominal value of PLN 0.01 (in words: one grosz) each, which will be issued as part of the conditional increase of the Company's share capital on the basis of this resolution in exchange for the Bonds held, on the terms described in this resolution (the "**Shares**").

10. The conversion of the Bonds into Shares (the "**Conversion**") will take place in accordance with the following rules:

(a) the conversion rate of Bonds to Shares is Shares for one Bond,

(b) the Shares will be taken up by the bondholder at the issue price of not less than PLN 5.50 (in words: five Polish zloty and 50/100),

(c) the bondholder will be entitled to request the Conversion at any time after the Issue Date, however, the first Conversion may not take place earlier than 12 (say: twelve) months from the Issue Date to the date falling one business day before the Redemption Date (the "**Conversion Period**"),

(d) the bondholder's exercise of the Conversion right takes place by way of submission to the Company by the bondholder of a written statement on the Conversion referred to in Article 19 sec. 7 of the Act on Bonds (the "**Statement on Conversion**"). The Statement on Conversion may be submitted by the bondholder during the Conversion Period,

(e) in the event of an intention to exercise the right of Conversion, the bondholder will be obliged to provide the Company with a written notice of the intention to exercise the Conversion right before the planned date of submission of the Conversion Statement (the "**Notice of Intent to Convert**"). The Statement on Conversion may not be submitted earlier than 15 (in words: fifteen) days from the submission of the Notice of Intent to Conversion,

(f) filing a Notice of Intent to Convert does not exclude the bondholder's right to make an Early Redemption at the Bondholders' Request or the Company's right to make an Early Redemption at the Company's Request;

(g) in the event of partial early redemption of the Bonds by the Company after receiving the Notice of Intent to Conversion, the bondholder will be entitled to resign from the Conversion;

(h) the remaining terms of the Conversion will be specified by the Management Board of the Company in the Terms of Issue.

11. The maximum amount of the increase in the Company's share capital as a result of converting the Bonds into Shares is specified in § 3 of this resolution.

12. The Management Board of the Company is entitled to determine detailed issues related to the issue of Bonds in order to implement this resolution, including in particular the dates and conditions for converting the Bonds, as well as to determine the content and adoption of the Terms of Issue taking into account the provisions of this resolution, as well as to perform all necessary actions related to the issue of the Bonds, including determining the content and submitting a proposal to purchase and allocate the Bonds and to take all necessary actions in connection with the dematerialization of the Bonds, including in particular the conclusion of an agreement on registration of the Bonds in the Depository and the conclusion of an agreement with an entity selected by the Management Board of the Company for the performance of the function of an agent for the issue of Bonds within the meaning of Art. 7a sec. 1 et seq. of the Act of 29 July 2005 on trading in financial instruments (Journal of Laws of 2023, item 646, from deaths). The Management Board of the Company is authorized to indicate whether the Bonds will be introduced to an organized trading system, as well as to select the market on which the Bonds will be introduced.

§ 2

1. Hereby, in the interest of the Company, the Annual General Meeting decides to deprive in full all shareholders of the Company the pre-emptive right with respect to the Bonds and the pre-emptive right to the Shares that will be taken up by the holders of the Bonds (i.e. Series F Bonds issued by the Company). The written opinion of the Management Board of the Company justifying the reasons for depriving the pre-emptive right to the Bonds and Shares (constituting **Appendix 1** to this resolution) is hereby acknowledged.

2. The nature of the issue of the Bonds justifies depriving all shareholders of the Company of their pre-emptive right in respect of all Bonds and Shares.

§ 3

1. Pursuant to Articles 448–453 of the CCC, the Company's share capital is conditionally increased by an amount not higher than PLN (in words:..... million Polish zloty).

2. The increase of the Company's share capital takes place through the issue of no more than (in words: millions) Shares, i.e. ordinary bearer series L shares with a nominal value of PLN 0.01 (one grosz) each.

3. The Company's share capital is increased in order to grant the holders of the Bonds (i.e. series F bonds) the right to subscribe for Shares in the increased share capital of the Company. This purpose is also a justification for the resolution required by the provisions of Article 449 in conjunction with Article 445 § 1 of the CCC.

4. Only bondholders – holders of Bonds (i.e. series F bonds issued by the Company), and each holder of series F bonds may convert them into Shares if they submit at least one bond for conversion.

5. The issue price of the Shares will be not lower than PLN 5.50 (in words: five Polish zloty and 50/100).

6. No specific rights will be attached to the Shares.

7. The shares will participate in the dividend on the following basis:

a) if the Shares are taken up by the dividend date (including that date) set out in the resolution of the General Meeting of the Company on the distribution of profit, the Shares will participate in the

distribution of profit starting from the profit for the previous financial year, i.e. from the beginning of the financial year immediately preceding the year in which the Shares were subscribed for, on an equal footing with the other shares of the Company,

b) if the Shares are taken up on the day following the dividend date set out in the resolution of the General Meeting of the Company on the distribution of profit, the Shares will participate in the distribution of profit starting from the profit for the financial year in which they were subscribed for, i.e. from the beginning of the financial year, on an equal footing with the other shares of the Company.

8. The right to subscribe for the Shares held by the holders of the Bonds may be exercised in the period from the day following the expiry of 12 (in words: twelve) months after the Issue Date to the date falling one business day before the Redemption Date specified in the Terms of Issue, subject to detailed rules set out in the Terms of Issue and relevant regulations of KDPW.

9. It is decided that the Company will apply for admission and introduction to trading on the regulated market operated by the Warsaw Stock Exchange (the "WSE") of the Shares, and the Management Board of the Company undertakes and authorizes to submit an appropriate application to the WSE in this respect.

10. The Shares will not be in the form of a document and will be dematerialized. The Management Board of the Company undertakes and authorizes to conclude an agreement with KDPW on registration of Shares in the securities depository maintained by KDPW and to take any other actions related to their dematerialization.

11. The Management Board is authorized to perform all other factual and legal actions related to and necessary for the effective implementation of the issue of Shares.

§ 4

The Annual General Meeting hereby decides to amend § 11 of the Company's Articles of Association and read as follows:

„§ 11

1. The conditional share capital of the Company amounts to PLN (in words: Polish zloty) and is divided into:

a) no more than 13,720,726 (thirteen million seven hundred twenty thousand seven hundred twenty-six) ordinary bearer series J shares with a nominal value of PLN 0.01 (say: one grosz) each share,

b) no more than 13,000,000 (thirteen million) ordinary bearer series K shares with a nominal value of PLN 0.01 (say: one grosz) each share,

c) no more than (in words: million) ordinary bearer series L shares with a nominal value of PLN 0.01 (in words: one grosz) each share, which may be taken up by holders of series F convertible bonds, issued pursuant to Resolution No..../2/2023 of the Annual General Meeting of the Company of June 29, 2023.

2. With regard to series J shares, the purpose of the conditional share capital increase is to grant the rights to subscribe for series J shares to holders of series C subscription warrants issued by the Company pursuant to Resolution No. 20/1/2021 of the Annual General Meeting of Shareholders of the Company of June 22, 2021 regarding the issue of series C subscription warrants with the right to subscribe for series J shares, excluding in full the pre-emptive rights of the existing shareholders, conditional increase

of the Company's share capital with the exclusion of the pre-emptive rights of the existing shareholders, amendment of the Company's Articles of Association and consent to registration of series C subscription warrants and series J shares in the National Depository for Securities and applying for admission and introduction of series J shares to trading on the regulated market operated by the Warsaw Stock Exchange S.A.

3. The holders of subscription warrants referred to in paragraph 2 shall be entitled to subscribe for series J shares. The right to subscribe for series J shares may be exercised until 31 December 2024 at the latest, subject to detailed rules provided for in Resolution No. 20/1/2021 of the Annual General Meeting of Shareholders of the Company of 22 June 2021 on the issue of series C subscription warrants with the right to subscribe for series J shares with the exclusion in full of the pre-emptive rights of the existing shareholders, conditional increase of the Company's share capital with the exclusion of the pre-emptive rights of existing shareholders, amendment of the Company's Articles of Association and consent to registration of series C subscription warrants and series J shares in the National Depository for Securities and applying for admission and introduction of series J shares to trading on regulated market operated by the Warsaw Stock Exchange and Resolution No. 19/1/2021 of the Annual General Meeting of Shareholders of the Company of June 22, 2021 regarding the establishment of an incentive program addressed to key employees and co-workers of the CI Games Capital Group, including Members of the Management Board of CI Games S.A. If the rights under the series C subscription warrants are not exercised within the period specified in the previous sentence, the said rights under the warrants shall expire.

4. With respect to series K shares, the purpose of the conditional share capital increase is to grant the rights to subscribe for series K shares to holders of series D subscription warrants issued by the Company pursuant to Resolution No..../2/2023 of the Annual General Meeting of the Company of June 29, 2023 regarding the issue of series D subscription warrants with the right to subscribe for series K shares, excluding in full the pre-emptive rights of the existing shareholders, conditional increase of the Company's share capital with the exclusion of the pre-emptive rights of the existing shareholders, amendment of the Company's Articles of Association and consent to registration of series D subscription warrants and series K shares in the National Depository for Securities and applying for admission and introduction of series K shares to trading on the regulated market operated by the Warsaw Stock Exchange S.A.

5. The holders of subscription warrants referred to in paragraph 4 shall be entitled to subscribe for series K shares. The right to subscribe for series K shares may be exercised up to 31 December 2026, subject to detailed rules provided for in resolution no..../2/2023 of the Annual General Meeting of the Company of 29 June 2023 regarding the issue of series D subscription warrants with the right to subscribe for series K shares, excluding in full the pre-emptive rights of the existing shareholders, conditional increase of the Company's share capital with the exclusion of the pre-emptive rights of the existing shareholders, amendment of the Company's Articles of Association and consent to registration of series D subscription warrants and series K shares in the National Depository for Securities and applying for admission and introduction of series K shares to trading on the regulated market operated by the Warsaw Stock Exchange and Resolution No..../2/2023 of the Annual General Meeting of the Company of June 29, 2023 regarding the establishment of an incentive program addressed to key employees and associates of the CI Games Capital Group, including Members of the Management Board of CI Games SE. If the rights under series D subscription warrants are not exercised within the period specified in the previous sentence, the said rights under the warrants shall expire.

6. With respect to series L shares, the purpose of the conditional share capital increase is to grant the rights to subscribe for series L shares to holders of series F convertible bonds issued by the Company pursuant to Resolution No.../2/2023 of the Annual General Meeting of the Company of June 29, 2023 regarding the issue of convertible bonds into shares, depriving the Company's shareholders of the pre-emptive right to series F convertible bonds, conditional increase of the Company's share capital, deprivation of the pre-emptive right of series L shares in full to the Company's shareholders; and amendment of the Company's Articles of Association. The holders of the bonds referred to in the previous sentence will be entitled to subscribe for series L shares. The right to subscribe for series L shares may be exercised up to 31 December 2026, subject to detailed rules provided for in resolution no.../2/2023 of the Annual General Meeting of the Company of 29 June 2023, referred to in the previous sentence, or in the terms of issue of these bonds adopted by the Management Board of the Company.

§ 5

Pursuant to Article 430 § 5 of the CCC, the Supervisory Board of the Company is authorized to adopt the consolidated text of the Articles of Association of the Company, taking into account the changes made by this resolution.

§ 6

The resolution shall enter into force on the date of its adoption, with the proviso that the amendment to the Company's Articles of Association shall be effective on the date of making the relevant entry (registration) by the Company's registered office in the register of entrepreneurs of the National Court Register."

Justification to the draft resolution No./2/2023:

The necessity for the Annual General Meeting to adopt a resolution on the issue of convertible bonds results from the provisions of § 34 of the Articles of Association of CI Games SE and from art. 393 point 5 of the Commercial Companies Code. The adoption of the proposed resolution is to enable the introduction of a flexible mechanism of recapitalization of the Company by qualified investors.