

CONTENT OF RESOLUTIONS ADOPTED BY THE ANNUAL GENERAL MEETING

CI GAMES SE, BASED IN WARSAW

ON 29 JUNE 2023.

"RESOLUTION No. 1/2/2023

**of the Annual General Meeting of the Company CI Games European Company based in Warsaw
of 29 June 2023**

on election of the Chairman of the Annual General Meeting

The Annual General Meeting of the Company CI Games SE, based in Warsaw (the "**Company**"), acting pursuant to the provision of Article 409 § 1 sentence 1 of the Commercial Companies Code, hereby resolves as follows:

§1

The Annual General Meeting of Shareholders of the Company resolves to elect Mr. Krzysztof Laskowski as Chairman of the Annual General Meeting of the Company.

§2

The resolution shall come into force as of the date of its adoption."

The Annual General Meeting of CI Games SE passed Resolution No. 1/2/2023 by secret ballot. 89,282,501 votes were cast. All votes were valid. 89,282,501 votes were cast in favor of the resolution, with no votes "against" and no votes "abstaining". The number of shares from which valid votes were cast, i.e. 89,282,501, represented 48.80% of the total share capital and the total number of votes in the Company.

"RESOLUTION No. 2/2/2023

**of the Annual General Meeting of the Company CI Games European Company based in Warsaw
of 29 June 2023**

on the adoption of the agenda

The Annual General Meeting of CI Games SE, based in Warsaw (the "**Company**") hereby resolves as follows:

§ 1

The Annual General Meeting of the Company, having considered the proposals submitted to the Meeting, resolves to adopt the following agenda:

- 1) Opening of the Annual General Meeting,
- 2) Election of the Chairman of the Annual General Meeting,
- 3) Confirmation of the correctness of the convening of the Annual General Meeting and its ability to adopt binding resolutions,
- 4) Adoption of the agenda,

5) Consideration of the report of the Management Board of CI Games SE on the activities of CI Games SE for 2022, consideration of the financial statements of CI Games SE for the year ended 31 December 2022, and the proposal of the Management Board on the disposition of the profit earned by CI Games SE in 2022,

6) Consideration of the report of the Management Board of CI Games SE on the activities of the CI Games Group for 2022 and the consolidated financial statements of the CI Games Group for the year ended 31 December 2022,

7) Consideration of the report of the CI Games SE Supervisory Board including the results of its evaluation of: the financial statements of CI Games SE for the year ended 31 December 2022, the report of the Management Board on the activities of CI Games SE for 2022, the proposal of the Management Board on the disposition of the profit earned by CI Games SE in 2022, and the report on the activities of the Supervisory Board as a body of CI Games SE in 2022,

8) Consideration of the report of the Supervisory Board of CI Games SE on the remuneration of the members of the Management Board and Supervisory Board of CI Games SE for the 2022 fiscal year, together with the independent auditor's report on the report.

9) Adoption of resolutions on:

a) approval of the report of the Management Board of CI Games SE on the activities of CI Games SE for 2022,

b) approval of CI Games SE's financial statements for the year ended 31 December 2022,

c) approval of the report of the Management Board of CI Games SE on the activities of the CI Games Group for 2022,

d) approval of the consolidated financial statements of the CI Games Group for the year ended 31 December 2022,

e) approval of the report of the Supervisory Board of CI Games SE on its activities for 2022,

f) distribution of the profit earned by CI Games SE in 2022,

g) granting a discharge to the Members of the Management Board of CI Games SE for the performance of their duties in 2022,

h) granting a discharge to the Members of the Supervisory Board of CI Games SE for the performance of their duties in 2022,

i) expressing an opinion on the report of the Supervisory Board of CI Games SE on the remuneration of the Members of the Management Board and Supervisory Board of CI Games SE for the financial year 2022,

j) appointment of a Member of the Supervisory Board of CI Games SE,

k) 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

l) 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

m) issue of convertible bonds, deprivation in full shareholders of the Company pre-emptive rights to 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

10) Free motions,

11) Closing of the Annual General Meeting.

§ 2

The resolution shall come into force as of the date of adoption."

The Annual General Meeting of CI Games SE passed Resolution No. 2/2/2023 in an open vote. 89,282,501 votes were cast. All votes were valid. 89,282,501 votes were cast in favor of the resolution, with no votes "against" and no votes "abstaining". The number of shares from which valid votes were cast, i.e. 89,282,501, represented 48.80% of the total share capital and the total number of votes in the Company.

"RESOLUTION No. 3/2/2023

of the Annual General Meeting of the Company CI Games European Company based in Warsaw

of 29 June 2023

On approval of the Management Report on the activities of the Company CI Games SE for the year 2022

The Annual General Meeting of the Company CI Games SE, based in Warsaw (the "**Company**"), hereby resolves as follows:

§ 1

The Annual General Meeting, acting pursuant to Article 395 § 2(1) of the Commercial Companies Code, hereby approves the Management Board's report on the Company's activities, covering the period from 1 January to 31 December 2022.

§ 2

The resolution shall come into force as of the date of adoption."

The Annual General Meeting of CI Games SE passed Resolution No. 3/2/2023 in an open vote. 89,282,501 votes were cast. All votes were valid. 89,282,501 votes were cast in favor of the resolution, with no votes "against" and no votes "abstaining". The number of shares from which valid votes were cast, i.e. 89,282,501, represented 48.80% of the total share capital and the total number of votes in the Company.

"RESOLUTION No. 4/2/2023

of the Annual General Meeting of the Company CI Games European Company based in Warsaw

of 29 June, 2023

on approval of the financial statements of the Company CI Games SE for the financial year 2022

The Annual General Meeting of the Company CI Games SE, based in Warsaw (the "Company"), hereby resolves as follows:

§ 1

The Annual General Meeting, acting pursuant to Article 395 § 2 item 1 of the Commercial Companies Code, having considered the Company's financial statements for the 2022 fiscal year, resolves to approve the Company's financial statements for the 2022 fiscal year, including:

- a. Balance sheet as of 31 December 2022, including comparable data;
- b. Profit and loss account for the period from 1 January to 31 December 2022, including comparable data;
- c. Statement of comprehensive income for the period from 1 January to 31 December 2022;
- d. Statement of cash flows for the period from 1 January to 31 December 2022, including comparatives;
- e. Statement of changes in equity for the period from 1 January to 31 December 2022, with comparative data;
- f. Additional information and notes to the financial statements.

§ 2

The resolution shall come into force as of the date of adoption."

The Annual General Meeting of CI Games SE. adopted Resolution No. 4/2/2023 in an open vote. 89,282,501 votes were cast. All votes were valid. 89282501 votes were cast in favor of the resolution, with no votes "against" and no votes "abstaining". The number of shares from which valid votes were cast, i.e. 89,282,501, represented 48.80% of the total share capital and the total number of votes in the Company.

"RESOLUTION No. 5/2/2023

of the Annual General Meeting of the Company CI Games European Company based in Warsaw

of 29 June 2023

on approval of the report of the Parent Company's Management Board on the operations of the CI Games Group for the year 2022

The Annual General Meeting of CI Games SE, based in Warsaw (the "Company"), hereby resolves as follows:

§ 1

The Annual General Meeting, acting pursuant to Article 395 § 5 of the Commercial Companies Code, having considered the report of the Management Board of the parent company on the activities of the CI Games Group for the year 2022, decides to approve it.

§ 2

The resolution shall come into force as of the date of adoption."

The Annual General Meeting of CI Games SE. passed Resolution No. 5/2/2023 in an open vote. 89,282,501 votes were cast. All votes were valid. 89,282,501 votes were cast in favor of the resolution, with no votes "against" and no votes "abstaining". The number of shares from which valid votes were cast, i.e. 89,282,501, represented 48.80% of the total share capital and the total number of votes in the Company.

"RESOLUTION No. 6/2/2023

of the Annual General Meeting of the Company CI Games European Company based in Warsaw

of 29 June 2023

on approval of the consolidated financial statements of the CI Games Group for 2022 prepared by the parent company

The Annual General Meeting of CI Games SE, based in Warsaw (the "**Company**"), hereby resolves as follows:

§ 1

The Annual General Meeting, acting pursuant to Article 395 § 5 of the Code of Commercial Companies, having considered the consolidated financial statements of the CI Games Group for 2022 prepared by the parent company, resolves to approve the consolidated financial statements of the CI Games Group for 2022, including:

- a. Consolidated balance sheet as of December 31, 2022, including comparative data;
- b. Consolidated income statement for the period from January 1 to December 31, 2022, including comparative data;
- c. Consolidated statement of comprehensive income for the period from January 1 to December 31, 2022;
- d. Consolidated statement of cash flows for the period from January 1 to December 31, 2022, including comparatives;
- e. Statement of changes in equity for the period from January 1 to December 31, 2022 with comparative data;
- f. Additional information and notes to the financial statements.

§ 2

The resolution shall come into force as of the date of adoption."

The Annual General Meeting of CI Games SE. adopted Resolution No. 6/2/2023 in an open vote. 89,282,501 votes were cast. All votes were valid. 89,282,501 votes were cast in favor of the resolution, with no votes "against" and no votes "abstaining". The number of shares from which valid votes were cast, i.e. 89,282,501, represented 48.80% of the total share capital and the total number of votes in the Company.

"RESOLUTION No. 7/2/2023

of the Annual General Meeting of the Company CI Games European Company based in Warsaw

of 29 June 2023

on approval of the report of the Supervisory Board on its activities for the year 2022

The Annual General Meeting of the Company CI Games SE, based in Warsaw (the "Company"), hereby resolves as follows:

§ 1

The Annual General Meeting, acting pursuant to Article 395 § 5 of the Code of Commercial Companies, having considered the report of the Supervisory Board on its activities for the year 2022, decides to approve it.

§ 2

The resolution shall come into force as of the date of adoption."

The Annual General Meeting of CI Games SE. adopted Resolution No. 7/2/2023 in an open vote. 89,282,501 votes were cast. All votes were valid. 89,282,501 votes were cast in favor of the resolution, with no votes "against" and no votes "abstaining". The number of shares from which valid votes were cast, i.e. 89,282,501, represented 48.80% of the total share capital and the total number of votes in the Company.

"RESOLUTION No. 8/2/2023

of the Annual General Meeting of the Company CI Games European Company based in Warsaw

of 29 June 2023

on the disposition of the profit earned by CI Games SE in 2022

The Annual General Meeting of CI Games SE, based in Warsaw (the "Company"), hereby resolves as follows:

§ 1

The Annual General Meeting, acting pursuant to Article 395 § 2 item 2 of the Code of Commercial Companies, hereby resolves that the profit earned by the Company in the fiscal year 2022 in the net amount of PLN 7,135,000 (in words: seven million one hundred and thirty-five thousand zlotys 00/100) shall be allocated in full to the Company's reserve capital.

§ 2

The resolution shall come into force as of the date of adoption."

The Annual General Meeting of the Company CI Games SE. adopted Resolution No. 8/2/2023 in an open vote. 89,282,501 votes were cast. All votes were valid. 89,282,501 votes were cast in favor of the resolution, with no votes "against" and no votes "abstaining". The number of shares from which valid votes were cast, i.e. 89,282,501, represented 48.80% of the total share capital and the total number of votes in the Company.

"RESOLUTION No. 9/2/2023
of the Annual General Meeting of the Company CI Games European Company based in Warsaw
of 29 June 2023
on granting a discharge to the President of the Management Board for the performance of his
of his duties in 2022

The Annual General Meeting of CI Games SE based in Warsaw (the "Company"), hereby resolves as follows:

§ 1

The Annual General Meeting, acting pursuant to Article 395 § 2 item 3 of the Commercial Companies Code, hereby grants a discharge to Mr. Marek Tymiński, acting as President of the Management Board of the Company, for the performance of his duties for the period from 1 January to 31 December 2022.

§ 2

The resolution shall come into force as of the date of adoption."

The Annual General Meeting of the Company CI Games SE. adopted Resolution No. 9/2/2023 by secret ballot. 36,618,931 votes took part in the vote. All votes were valid. 36618931 votes were cast in favor of the resolution, with no votes "against" and no votes "abstaining." The number of shares from which valid votes were cast, i.e. 36618931, represented 20.02% of the total share capital and the total number of votes in the Company.

"RESOLUTION No. 10/2/2023
of the Annual General Meeting of the Company CI Games European Company based in Warsaw
of 29 June 2023
on granting a discharge to a Member of the Management Board for the performance of her duties in
2022

The Annual General Meeting of CI Games SE based in Warsaw (the "**Company**"), hereby resolves as follows:

§ 1

The Annual General Meeting, acting pursuant to Article 395 § 2 item 3 of the Commercial Companies Code hereby grants a discharge to Ms. Monika Rumianek, Member of the Management Board of the Company, for the performance of her duties for the period from 1 January to 31 December 2022.

§ 2

The resolution shall come into force as of the date of adoption."

The Annual General Meeting of CI Games SE. adopted Resolution No. 10/2/2023 by secret ballot. 89,282,501 votes were cast. All votes were valid. 89282501 votes were cast in favor of the resolution, with no votes "against" and no votes "abstaining". The number of shares from which valid votes were cast, i.e. 89,282,501, represented 48.80% of the total share capital and the total number of votes in the Company.

"RESOLUTION No. 11/2/2023

of the Annual General Meeting of the Company CI Games European Company based in Warsaw

of 29 June 2023

on granting a discharge to a Member of the Management Board for the performance of his duties in 2022

The Annual General Meeting of CI Games SE based in Warsaw (the "Company"), hereby resolves as follows:

§ 1

The Annual General Meeting, acting pursuant to Article 395 § 2 item 3 of the Commercial Companies Code, hereby grants a discharge to Mr. Ido Hochman, acting as a Member of the Management Board of the Company, for the performance of his duties for the period from January 24 to January 31, 2022.

§ 2

The resolution shall come into force as of the date of adoption."

The Annual General Meeting of CI Games SE. adopted Resolution No. 11/2/2023 by secret ballot. 89,282,501 votes were cast. All votes were valid. 89282501 votes were cast in favor of the resolution, with no votes "against" and no votes "abstaining". The number of shares from which valid votes were cast, i.e. 89,282,501, represented 48.80% of the total share capital and the total number of votes in the Company.

"RESOLUTION No. 12/2/2023

of the Annual General Meeting of the Company CI Games European Company based in Warsaw

of 29 June 2023

on granting a discharge to a Vice President of the Management Board for the performance of his duties in 2022

The Annual General Meeting of the Company CI Games SE, based in Warsaw (the "**Company**"), hereby resolves as follows:

§ 1

The Annual General Meeting, acting pursuant to Article 395 § 2 item 3 of the Commercial Companies Code, hereby grants a discharge to Mr. David Broderick, acting as Vice President of the Management Board of the Company, for the performance of his duties for the period from 1 March to 31 December 2022.

§ 2

The resolution shall come into force as of the date of adoption."

The Annual General Meeting of the Company CI Games SE. adopted Resolution No. 12/2/2023 by secret ballot. 89,282,501 votes were cast. All votes were valid. 89282501 votes were cast in favor of the resolution, with no votes "against" and no votes "abstaining". The number of shares from which valid

votes were cast, i.e. 89,282,501, represented 48.80% of the total share capital and the total number of votes in the Company.

"RESOLUTION No. 13/2/2023

of the Annual General Meeting of the Company CI Games European Company based in Warsaw

of 29 June 2023

on granting discharge to the Chairman of the Supervisory Board for the performance of his duties in 2022

The Annual General Meeting of the Company CI Games SE, based in Warsaw (the "**Company**"), hereby resolves as follows:

§ 1

The Annual General Meeting, acting pursuant to Article 395 § 2 item 3 of the Commercial Companies Code, hereby grants a discharge to Mr. Ryszard Bartkowiak, acting as Chairman of the Company's Supervisory Board, for the performance of his duties for the period from 1 January to 31 December 2022.

§ 2

The resolution shall come into force as of the date of adoption."

The Annual General Meeting of CI Games SE. passed Resolution No. 13/2/2023 by secret ballot. 89,282,501 votes were cast. All votes were valid. 89282501 votes were cast in favor of the resolution, with no votes "against" and no votes "abstaining". The number of shares from which valid votes were cast, i.e. 89,282,501, represented 48.80% of the total share capital and the total number of votes in the Company.

"RESOLUTION No. 14/2/2023

of the Annual General Meeting of the Company CI Games European Company based in Warsaw

of 29 June 2023

on granting discharge to the Member of the Supervisory Board for the performance of his duties in 2022

The Annual General Meeting of CI Games SE, based in Warsaw (the "**Company**"), hereby resolves as follows:

§ 1

The Annual General Meeting, acting pursuant to Article 395 § 2 item 3 of the Commercial Companies Code, hereby grants a discharge to Mr. Grzegorz Leszczyński, Member of the Company's Supervisory Board, for the performance of his duties for the period from 1 January to 5 September 2022.

§ 2

The resolution shall come into force as of the date of adoption."

The Annual General Meeting of CI Games SE. adopted Resolution No. 14/2/2023 by secret ballot. 89,282,501 votes were cast. All votes were valid. 89282501 votes were cast in favor of the resolution, with

no votes "against" and no votes "abstaining". The number of shares from which valid votes were cast, i.e. 89,282,501, represented 48.80% of the total share capital and the total number of votes in the Company.

"RESOLUTION No. 15/1/2023

of the Annual General Meeting of the Company CI Games European Company based in Warsaw

of 29 June 2023

on granting discharge to the Member of the Supervisory Board for the performance of his duties in 2022

The Annual General Meeting of CI Games SE, based in Warsaw (the "**Company**"), hereby resolves as follows:

§ 1

The Annual General Meeting, acting pursuant to Article 395 § 2 item 3 of the Commercial Companies Code, hereby grants a discharge to Mr. Marcin Garliński, Member of the Company's Supervisory Board, for the performance of his duties for the period from 1 January to 31 December 2022.

§ 2

The resolution shall come into force as of the date of its adoption."

The Annual General Meeting of the Company CI Games SE. adopted Resolution No. 15/2/2023 by secret ballot. 89,282,501 votes were cast. All votes were valid. 89282501 votes were cast in favor of the resolution, with no votes "against" and no votes "abstaining". The number of shares from which valid votes were cast, i.e. 89,282,501, represented 48.80% of the total share capital and the total number of votes in the Company.

"RESOLUTION No. 16/2/2023

of the Annual General Meeting of the Company CI Games European based in Warsaw

of 29 June 2023

on granting discharge to the Member of the Supervisory Board for the performance of his duties in 2022

The Annual General Meeting of CI Games SE, based in Warsaw (the "**Company**"), hereby resolves as follows:

§ 1

The Annual General Meeting, acting pursuant to Article 395 § 2 item 3 of the Commercial Companies Code, hereby grants a discharge to Mr. Jeremy Michael James Lewis, acting as a Member of the Company's Supervisory Board, for the performance of his duties for the period from 5 September to 31 December 2022.

§ 2

The resolution shall come into force as of the date of adoption."

The Annual General Meeting of CI Games SE. adopted Resolution No. 16/2/2023 by secret ballot. 89,282,501 votes were cast. All votes were valid. 89282501 votes were cast in favor of the resolution, with no votes "against" and no votes "abstaining". The number of shares from which valid votes were cast, i.e. 89,282,501, represented 48.80% of the total share capital and the total number of votes in the Company.

"RESOLUTION No. 17/2/2023

**of the Annual General Meeting of the Company CI Games European Company based in Warsaw
of 29 June 2023**

**on granting discharge to the Member of the Supervisory Board for the performance of his duties in
2022**

The Annual General Meeting of CI Games SE, based in Warsaw (the "**Company**"), hereby resolves as follows:

§ 1

The Annual General Meeting, acting pursuant to Article 395 § 2 item 3 of the Commercial Companies Code, hereby grants a discharge to Mr. Adam Niewiński, Member of the Company's Supervisory Board, for the performance of his duties for the period from 1 January to 31 December 2022.

§ 2

The resolution shall come into force as of the date of its adoption."

The Annual General Meeting of the Company CI Games SE. adopted Resolution No. 17/2/2023 by secret ballot. 89,282,501 votes were cast. All votes were valid. 89282501 votes were cast in favor of the resolution, with no votes "against" and no votes "abstaining". The number of shares from which valid votes were cast, i.e. 89,282,501, represented 48.80% of the total share capital and the total number of votes in the Company.

"RESOLUTION No. 18/2/2023

**of the Annual General Meeting of the Company CI Games European Company based in Warsaw
of 29 June 2023**

**on granting discharge to the Member of the Supervisory Board for the performance of his duties in
2022**

The Annual General Meeting of CI Games SE, based in Warsaw (the "**Company**"), hereby resolves as follows:

§ 1

The Annual General Meeting, acting pursuant to Article 395 § 2 item 3 of the Code of Commercial Companies, hereby grants a discharge to Mr. Rafał Berliński, Member of the Company's Supervisory Board, for the performance of his duties for the period from 1 January to 31 December 2022.

§ 2

The resolution shall come into force as of the date of its adoption."

The Annual General Meeting of the Company CI Games SE. adopted Resolution No. 18/2/2023 by secret ballot. 89,282,501 votes were cast. All votes were valid. 89282501 votes were cast in favor of the resolution, with no votes "against" and no votes "abstaining". The number of shares from which valid votes were cast, i.e. 89,282,501, represented 48.80% of the total share capital and the total number of votes in the Company.

"RESOLUTION No. 19/2/2023

**of the Annual General Meeting of the Company CI Games European Company based in Warsaw
of 29 June2023**

**to express an opinion on the report of the Supervisory Board of CI Games SE on the remuneration of
the Members of the Management Board and Supervisory Board of CI Games SE for the financial year
2022**

The Annual General Meeting of the Company CI Games SE, based in Warsaw (the "Company"), hereby resolves as follows:

§ 1

The Annual General Meeting of the Company, acting pursuant to Article 395 § 21 of the Code of Commercial Companies in connection with Article 90g (6) of the Act of 29 July 2005 on Public Offering and Conditions Governing the Introduction of Financial Instruments to Organized Trading and Public Companies, after reviewing the auditor's report, gives a positive opinion on the report adopted by the Company's Supervisory Board on the remuneration of the Members of the Management Board and the Supervisory Board of the Company for the financial year 2022, in the wording attached to this resolution.

§ 2

The resolution shall come into force as of the date of its adoption."

The Annual General Meeting of the Company CI Games SE. adopted Resolution No. 19/2/2023 in an open vote. 89,282,501 votes were cast. All votes were valid. 89282501 votes were cast in favor of the resolution, with no votes "against" and no votes "abstaining". The number of shares from which valid votes were cast, i.e. 89,282,501, represented 48.80% of the total share capital and the total number of votes in the Company.

REMUNERATION REPORT
of the Members of the Management Board and Supervisory Board of
CI GAMES SPÓŁKA EUROPEJSKA with its registered office in Warsaw
for the financial year 2022
drawn up by the Supervisory Board
on 2 June 2023.

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1. INTRODUCTION

- 1.1 The Supervisory Board of CI GAMES Spółka Europejska, with its registered office in Warsaw (ul. Rondo Ignacego Daszyńskiego 2B, 00-843 Warsaw), entered in the Register of Entrepreneurs of the National Court Register maintained by the District Court for the Capital City of Warsaw in Warsaw, 13th Commercial Department of the National Court Register under KRS number 0001025884 (REGON 017186320, NIP 1181585759), share capital 1 829 430,15 PLN - fully paid up (hereinafter: **the Company**), prepares this remuneration report (hereinafter: **the Report**) providing a comprehensive overview of the remuneration, including all benefits, regardless of their form, received by or due to individual members of the Management Board and Supervisory Board in the financial year 2022.
- 1.2 The references in this Report to the General Meeting, the Supervisory Board and the Management Board refer to the relevant bodies of the Company.
- 1.3 The report has been prepared in accordance with:
 - 1.3.1 provisions of the Act of 29 July 2005 on public offering and the conditions for introduction of financial instruments in an organised trading system and on public companies (i.e. Journal of Laws of 2022, item 2554) - (hereinafter: **the Act**),
 - 1.3.2 "Remuneration Policy of CI GAMES" which was adopted by Resolution No. 18/1/2020 of the Ordinary General Meeting of 27 July 2020, which was effective in 2022 (hereinafter: **Remuneration Policy**),
 - 1.3.3 Directive (EU) 2017/828 of the European Parliament and of the Council of 17 May 2017 amending Directive 2007/36/EC as regards the encouragement of long-term shareholder engagement and
 - 1.3.4 guidance from the European Commission published on its website:
https://ec.europa.eu/info/consultations/public-consultation-remuneration-report-guidelines-implementing-shareholders-rights-directive_it
- 1.4 This Report in respect of each member of the Management Board and Supervisory Board contains the remuneration information set out in Article 90g of the Act - in particular:
 - 1.4.1 the amount of the total remuneration broken down into the components referred to in Article 90d(2)(1) of the Act, and mutual proportions between these remuneration components;
 - 1.4.2 an explanation of how total remuneration is compliant with the adopted Remuneration Policy, including how it contributes to the achievement of long-term results of the Company;
 - 1.4.3 information on the manner in which the performance criteria have been applied;
 - 1.4.4 information on the change, on an annual basis, of remuneration, in the Company's results and in the average remuneration of the Company's employees who are not members of the Management Board or the Supervisory

Board, in the period of at least last five financial years, cumulatively, for comparison purposes;

- 1.4.5 the amount of remuneration from entities belonging to the same capital group within the meaning of the Accounting Act of 29 September 1994 (i.e. Journal of Laws of 2023, item 120);
 - 1.4.6 the number of financial instruments awarded or offered and the main conditions for exercising rights under those instruments, including the price and the date of execution and any amendments thereto;
 - 1.4.7 information on whether the possibility of demanding the return of variable remuneration components have been exercised;
 - 1.4.8 information on deviations from the procedure for implementation of the remuneration policy and deviations applied pursuant to Article 90f of the Act, including an explanation of the rationale and procedure, and an indication of the elements from which deviations were applied.
- 1.5 The Supervisory Board points out that information relating to financial years for which the Supervisory Board was not required to prepare a remuneration report may be given on the basis of estimation or omitted.
- 1.6 The personal data of the members of the Management Board and the Supervisory Board referred to in Article 9(1) of Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data and the repeal of Directive 95/46/EC (General Data Protection Regulation) (Official Journal of the EU L of 2016 No. 119, p. 1, as amended) are not included in the Report.
- 1.7 This Report shall be posted on the website of the Company, which shall make it available free of charge for at least 10 years after the end of the General Meeting at which the General Meeting passes a resolution giving its opinion on the Report (or, alternatively, at which the General Meeting discusses the Report (pursuant to Article 90g(6) to (7) of the Act)).
- 1.8 This Report is subject to the auditor's assessment of the inclusion of the information required under sections 90g(1) to (5) and (8) of the Act.
- 1.9 All amounts indicated in the Report are gross amounts stated in Polish zloty. In case of benefits fulfilled by the Company in a foreign currency, they were converted into Polish zlotys according to the average exchange rate of the National Bank of Poland - published on the last day of the year in which the benefit was fulfilled.
- 1.10 Benefits received or due in 2022 are those benefits that were actually paid or issued in 2022, as well as benefits due for 2022 and benefits for which a decision on payment or issue was made in 2022, provided that all the conditions for payment or issue of the benefit were fulfilled in the period referred to (also in the event that the payment or issue of the benefit occurred later, but not later than the date of preparation of the Report).

2. GENERAL INFORMATION

- 2.1 Following the adoption of the Remuneration Policy pursuant to Resolution 18/1/2020 of the Ordinary General Meeting of 27 July 2020, the Company paid remuneration to the

members of the Management Board and Supervisory Board in 2022 only in accordance with the Remuneration Policy.

- 2.2 The Company is required to develop a remuneration policy as the Company is based in the Republic of Poland and its shares are admitted to trading on a regulated market. The purpose of the Remuneration Policy is to establish the principles for the remuneration and granting of other benefits to the members of the Management Board and Supervisory Board intended to contribute to the business strategy, long-term interests and stability of the Company.
- 2.3 The Remuneration Policy is applicable to all members of the Management Board and the Supervisory Board, irrespective of the type of legal relationship forming the basis for the performance of the duties associated with the function.
- 2.4 The report relates to the remuneration of the following members of the Management Board who performed their duties in the 2022 financial year: Mr Marek Tyminski (President of the Management Board), Ms Monika Rumianek (Member of the Management Board; acting until 5 July 2022), Mr Ido Hochman (Member of the Management Board; acting from 24 January 2022 to 31 January 2022) and Mr David Broderick (Member of the Management Board; acting from 1 March 2022).
- 2.5 The report relates to the remuneration of the following members of the Supervisory Board who performed their duties in the financial year 2022: Mr Ryszard Bartkowiak (Chairman of the Supervisory Board), Mr Marcin Garlinski, Mr Grzegorz Leszczynski (acting until 5 September 2022), Mr Rafal Berlinski, Mr Adam Niewinski and Mr Jeremy Lewis (acting from 5 September 2022).
- 2.6 The Remuneration Policy was repealed by Resolution No. 7/1/2023 of the Extraordinary General Meeting of 8 February 2023. At the same time, the aforementioned resolution adopted the Remuneration Policy of CI Games SE, which became effective as of the date of registration of the Company's transformation into a European company on 17 March 2023. The current Remuneration Policy and the resolution on the Remuneration Policy have been posted on the Company's website. These documents remain available for at least as long as they are applicable.

3. INFORMATION ON EXEMPTIONS FROM THE PROCEDURE FOR IMPLEMENTING THE REMUNERATION POLICY AND DEVIATIONS APPLIED IN ACCORDANCE WITH ARTICLE 90F OF THE ACT, INCLUDING AN EXPLANATION OF THE RATIONALE AND PROCEDURE, AND AN INDICATION OF THE ELEMENTS FROM WHICH DEVIATIONS HAVE BEEN APPLIED

- 3.1 If this is necessary to further the long-term interests and financial stability of the Company or to guarantee its profitability, the Supervisory Board may decide to temporarily deviate from the Remuneration Policy. The Remuneration Policy sets out the rationale and procedure for such temporary deviation and the elements from which a deviation may be applied
- 3.2 The Company applied the following temporary derogations from the procedure for implementing the Remuneration Policy in accordance with Article 90f of the Act:
 - 3.2.1 derogation from § 6.1(b) of the Remuneration Policy, i.e. the members of the Management Board in the event of their employment based on an employment contract are subject to the relevant regulations under the Labour Code;

3.2.2 derogation from § 7 (1) of the Remuneration Policy, i.e. the members of the Management Board perform their functions on the basis of the corporate relationship resulting from their appointment for a joint term of office of five years. They are entitled to a fixed monthly remuneration (lump sum) on account of this appointment;

3.2.3 derogation from § 7(3) of the Remuneration Policy, i.e. Contracts referred to above are concluded for an indefinite period of time or for the time necessary for the performance of the service in question, with a notice period of three months or less if justified by the nature or subject matter of the contract. Employment contracts concluded with a member of the Management Board shall be concluded for an indefinite period of time, with three months' notice unless otherwise required by common law;

for the period from 1 March 2022 to 30 November 2022 with respect to Mr David Broderick. In addition, no other temporary derogation of the Remuneration Policy has been decided in 2022.

3.3 In the Company's opinion, the derogation of the application of the principles of the Remuneration Policy with respect to Mr David Broderick was justified by the Company's interests and was necessary to execute the long-term interests of the Company and the strategy adopted by the Management Board. The premises justifying a temporary derogation of the Remuneration Policy are considered to be, in particular, issues related to the implementation of the current strategy of the Company or the companies in the CI Games Group and actions which, if not undertaken, could adversely affect the ability of the Company or the companies in the CI Games Group to fulfil their mature monetary obligations. The Management Board may request the Supervisory Board to apply a temporary derogation of the Remuneration Policy. The request should include the motives justifying the application of the derogation.

3.4 The Supervisory Board, when deciding on the application of the temporary derogation from the Remuneration Policy, specified in Resolution No. 2022/03/01/02 of the Supervisory Board of the Company dated 1 March 2022: a) the date (period) for which the Remuneration Policy was temporarily derogated from, b) the elements of the Remuneration Policy to be temporarily derogated from, c) the premises justifying the necessity to temporarily derogate from the Remuneration Policy.

3.5 Following the adoption of the Remuneration Policy pursuant to Resolution 18/1/2020 of the Ordinary General Meeting of 27 July 2020:

3.5.1 implementation of the Remuneration Policy has taken place, as well as

3.5.2 The Supervisory Board has decided for the period until 31 December 2022 to temporarily derogate the Remuneration Policy as described in sections 3.2 to 3.4 above.

4. SPECIFICATION OF THE REMUNERATION POLICY BY THE SUPERVISORY BOARD

4.1 Following the adoption of the Remuneration Policy pursuant to Resolution No. 18/1/2020 of the Ordinary General Meeting of 27 July 2020. - pursuant to § 3 of the aforementioned resolution - the General Meeting authorised the Supervisory Board to detail, within the limits of the Remuneration Policy, the following elements of the Remuneration Policy: (a) a description of the components of fixed remuneration and variable remuneration,

including bonuses and other monetary and non-monetary benefits that may be awarded to members of the Management Board, (b) clear, comprehensive and differentiated criteria in terms of financial and non-financial performance for the award of variable remuneration to members of the Management Board, (c) rules related to the award of remuneration to members of the Management Board or Supervisory Board in the form of financial instruments issued by the Company, including the periods in which entitlement to receive remuneration in this form is acquired and the rules for the disposal of these financial instruments by members of the Management Board or Supervisory Board. The aforementioned authorisation is in accordance with the provisions of Article 90d(7) of the Act.

4.2 As at the date of the Report, the Supervisory Board had not taken a decision on the detailing of the Remuneration Policy.

5. THE AMOUNT OF THE TOTAL REMUNERATION OF THE MEMBERS OF THE MANAGEMENT BOARD BY COMPONENTS REFERRED TO IN ARTICLE 90D(3)(1) OF THE ACT, AND THE MUTUAL PROPORTIONS BETWEEN THESE REMUNERATION COMPONENTS

5.1 Pursuant to Article 90d(3)(1) of the Act, fixed and variable remuneration components as well as bonuses and other monetary and non-monetary benefits may be granted to members of the Management Board and Supervisory Board, a description of which can be found in the Remuneration Policy.

5.2 Pursuant to § 7.4 of the Remuneration Policy - the Supervisory Board determines the principles and amounts of the remuneration of the members of the Management Board and other possible benefits related to their function, taking into account the provisions of the Remuneration Policy. The Supervisory Board, in determining the amount and principles for granting remuneration to members of the Management Board, is based on the following detailed elements of the Remuneration Policy: a) a description of the components of fixed and variable remuneration and non-cash benefits that may be granted to members of the Management Board; the description should specify the remuneration components in a balanced manner and adapted to the Company's financial situation. The description may provide that the benefits granted to a member of the Management Board as part of variable remuneration are monetary or non-monetary in nature; b) clear, comprehensive and differentiated financial and non-financial performance criteria for the award of variable remuneration (variable elements of remuneration); c) principles related to the award of variable remuneration (variable elements of remuneration) to members of the Management Board.

5.3 The provisions of commercial law, broadly understood, mainly refer to the so-called organisational relationship linking a capital company and a member of its management board. The organisational relationship results from the appointment of a specific person as a member of the management board. The organisational relationship lasts as long as the person concerned is a member of the management board. In addition to the organisational relationship, the company and the member of the management board may also be bound by a so-called primary relationship, which is based on a contract between the company and the member of the management board. A board member of the management board's source of income may be:

- 5.3.1 exclusively the relationship of appointment to the management board of the company concerned (i.e. without an additional contract governing the performance of the member's duties), or
 - 5.3.2 a separate contract, including an employment contract, a contract of mandate or a contract for the provision of services such as a management contract, with the proviso that the choice of the legal form under which a board member performs his or her duties is left to the discretion of the company and the board member, alternatively
 - 5.3.3 appointment relationship and, in addition, a separate contract.
- 5.4 Pursuant to § 7 (1) of the Remuneration Policy - the members of the Management Board performed their functions on the basis of the corporate relationship resulting from their appointment for a joint term of office of five years. They were entitled to a fixed monthly remuneration (lump sum) on account of this appointment.
- 5.5 Members of the Management Board, in addition to the remuneration referred to in 5.4 above, may have received remuneration from the Company for providing, on the basis of separate agreements, advisory services, managerial services, services consisting in the preparation of specific documentation for the Company's needs, the transfer of copyrights to the Company, other specific services related to the Company's operations, as well as for performing work within the meaning of the Labour Code. On this account they were entitled to remuneration resulting from an appropriate agreement concluded with a member of the Management Board, the amount of which could not deviate from market standards (§ 7.2 of the Remuneration Policy). The contracts referred to above are concluded for an indefinite period or for the time necessary for the performance of the service in question, with a notice period of three months or less if justified by the nature or subject matter of the contract. The employment contracts concluded with a member of the Management Board are concluded for an indefinite period of time, with a notice period of three months, unless otherwise required by common law.
- 5.6 Pursuant to § 7.5-6 of the Remuneration Policy - the remuneration of the members of the Management Board consists primarily of a fixed part. The fixed monthly remuneration of a member of the Management Board is paid monthly in arrears. The fixed remuneration comprises: fixed monthly remuneration (lump sum) and fringe benefits (discussed in section 5.17). The fixed remuneration of a member of the Management Board may not be reduced, suspended or cancelled, except in cases arising from common law.
- 5.7 Mr Marek Tyminski (Chairman of the Management Board) in the 2022 financial year:
 - 5.7.1 received an appropriate remuneration for his appointment to the Management Board of the Company, which included: a fixed component - a fixed monthly salary (lump sum), and a variable component - a bonus.
- 5.8 Ms Monika Rumianek (Member of the Management Board) in the financial year 2022:
 - 5.8.1 received an appropriate remuneration for her appointment to the Management Board of the Company, which included: a fixed component - a fixed monthly salary (lump sum), and a variable component - a bonus);
 - 5.8.2 in the performance of her duties over and above her management activities, she received an appropriate remuneration under her contract of employment

as: Director of HR and Administration, which remuneration included only a fixed component - a fixed monthly salary (lump sum) - she had no variable component - a bonus.

- 5.9 Mr Ido Hochman (Member of the Management Board) in the 2022 financial year:
- 5.9.1 did not receive remuneration for his appointment to the Management Board of the Company.
- 5.10 Mr David Broderick (Board Member) in the 2022 financial year:
- 5.10.1 received an appropriate remuneration on the basis of a separate contract, which included: a fixed component - a fixed monthly remuneration (lump sum). The member of the Management Board did not have a variable component - a bonus.
- 5.11 The remuneration in terms of the fixed components indicated in sections 5.2-5.10 above (divided into remuneration payable under an employment contract or separate contract and remuneration payable under appointment) for each member of the Management Board is set out in the following tables in respect of the year 2022 under the heading "remuneration - fixed component".
- 5.12 Pursuant to § 7.5-6 of the Remuneration Policy - the remuneration of members of the Management Board - apart from the fixed part - may consist of variable components. Variable remuneration may take the form of a bonus, in particular an annual bonus, for the achievement of a specific task or management objective. The basis for determining the variable components of remuneration is the assessment of economic performance. Variable remuneration is discretionary in nature and is awarded and paid on dates determined by the Supervisory Board, by resolution. The amount of variable remuneration should not exceed five times the fixed remuneration for the year in question.
- 5.13 The remuneration in terms of the variable components indicated in section 5.12 above for each member of the Management Board is shown in the tables below in terms of 2022 under the heading "remuneration - variable component".
- 5.14 Irrespective of their remuneration, members of the Management Board are entitled to the benefits provided by law and the Company's internal regulations in connection with their employment with the Company, such as in particular: (a) incapacity remuneration, (b) holiday pay, (c) jubilee award and (d) sick pay.
- 5.15 The benefits indicated in section 5.14 above refer to any special benefits granted or payable to members of the Management Board for the financial year (in cash or in any other form), such as, for example, retirement severance pay or remuneration related to non-competition. It should be emphasised that the benefits in question are, in principle, of a general nature, i.e. they are not directly related to the performance of the function of a member of the Management Board, but are due to every employee of the Company, pursuant to generally applicable laws. In view of the above, some of such benefits (such as incapacity remuneration and holiday pay) are already included in the fixed components of remuneration (presented in the tables below under "remuneration - fixed component"). The remuneration in terms of the remuneration components indicated in section 5.14 for each member of the Management Board (to the extent that they are not included in the fixed components of remuneration) is shown in the tables below for the year 2022 under the heading "remuneration - extraordinary components".

- 5.16 Members of the Management Board may be entitled to benefit from additional non-wage benefits (benefits) provided for persons employed by the Company, as well as to participate on a general basis in the Company's pension schemes. In 2022, apart from the PPK programme, there were no additional pension, early retirement programmes in the Company. The remuneration in respect of the additional benefits indicated above for each member of the Management Board is shown in the tables below in respect of the year 2022 under the heading "remuneration - pension components". With regard to Mr Marek Tyminski, an agreement was concluded on a one-off severance payment in the event of his dismissal or resignation as Chairman of the Management Board of the Company in the amount of PLN 1,115,520 and an annex to the employment contract with CI Games Mediterranean Projects SL on a one-time severance payment in the event of dismissal or resignation in the amount of EUR 300,000. With regard to Mr David Broderick, an agreement was concluded on a one-off severance payment in the event of his dismissal or resignation as Vice-Chairman of the Management Board of the Company in the amount of EUR 110,000. As of the date of the Report, the one-time severance payment has not been paid with respect to any of the designated members of the Management Board.
- 5.17 Pursuant to § 7(6) of the Remuneration Policy - irrespective of the fixed monthly remuneration (lump sum), the remuneration also permanently includes additional benefits: insurance cover in connection with the function on the Management Board, the right to use a company car, the right to use a private medical care programme, the right to use Multisport cards.
- 5.18 The remuneration in respect of the above remuneration components for each member of the Management Board is set out in the tables below in respect of the year 2022 under the heading "remuneration - fringe benefits". In the case of Mr Marek Tyminski, the remuneration components item in question relates to: (a) insurance cover in connection with his function on the Management Board; in the case of Ms Monika Rumianek, the remuneration components item in question relates to: (a) insurance cover in connection with her function on the Management Board, (b) entitlement to a private medical care programme and (c) entitlement to Multisport cards (valued on the basis of the value of the benefit), and in the case of Mr David Broderick, the remuneration components item in question relates to: insurance cover in connection with his role on the Management Board.
- 5.19 It should be emphasised that the workplaces of Mr Marek Tyminski, Ms Monika Rumianek, Mr David Broderick have been equipped on the basis of the provisions of the Labour Code with appropriate equipment (e.g. computer equipment, telephone, car), which are used exclusively for the performance of official duties, and therefore the costs in question are not directly related to the performance of functions on the Management Board and should not be treated as benefits for the members of the Management Board, in particular in view of the exclusion of the possibility of using certain assets for private purposes.
- 5.20 The Supervisory Board is authorised to determine fringe benefits other than those indicated above, taking into account the principles contained in the Remuneration Policy.
- 5.21 The proportion set out in the tables below in respect of 2022 relates to the proportion between the fixed and variable components of remuneration for the financial year. The proportion has been calculated using the following formula:

5.21.1 Proportion of fixed components of remuneration = component 'remuneration - fixed component' + component 'remuneration - fringe benefits' + fixed portion of component 'remuneration - pension components' / total remuneration x 100%;

5.21.2 Proportion of variable components of remuneration = component 'remuneration - variable component' + component 'remuneration - extraordinary component' + variable part of component 'remuneration - pension components' / total remuneration x 100%.

The total remuneration of members of the Management Board of the Company in 2022

Name of board member/function	Remuneration - fixed component		Remuneration - variable component	Remuneration - extraordinary items	Remuneration - pension components	Remuneration - fringe benefits	Total wages	Ratio
	Employment contract/separate contract	Appointment to the board						
Marek Tymiński / President of the Management Board	-	200.400	950.000	-	-	3.352	1.153.752	100% / 0%
Monika Rumianek / Member of the Management Board	192.855,98	30.000	37.850	36.328,96	4.225	5.173	306.432,94	100% / 0%
Ido Hochman / Member of the Management Board	0	-	-	-	-	-	0	100% / 0%
David Broderick / Member of the Management Board	887.410,82	-	-	-	-	3.352	890.762,82	100% / 0%

6. THE AMOUNT OF THE TOTAL REMUNERATION OF THE MEMBERS OF THE SUPERVISORY BOARD, BY THE COMPONENTS REFERRED TO IN ARTICLE 90D(3)(1) OF THE ACT, AND THE MUTUAL PROPORTIONS BETWEEN THESE REMUNERATION COMPONENTS

6.1 The Company does not enter into contracts with members of the Supervisory Board (members of the Supervisory Board are not employed by the Company within the meaning of the Labour Code).

6.2 The members of the Supervisory Board served on the basis of the corporate relationship arising from their appointment for a joint term of five years. They were entitled to remuneration on account of this appointment. The General Meeting, by means of a resolution, determined the principles and amount of the remuneration of the members of the Supervisory Board and other benefits, if any, related to their function, taking into account the provisions of the Remuneration Policy.

6.3 Members of the Supervisory Board were entitled to remuneration depending on their attendance at the Supervisory Board meeting. The remuneration of the members of the Supervisory Board varied, depending on their function on the Supervisory Board. The remuneration of the Supervisory Board members was single component, payable in arrears.

6.4 The remuneration in terms of the remuneration components indicated in sections 6.2-6.3 above for each member of the Supervisory Board is shown in the following tables in respect of the year 2022 under the heading "remuneration - fixed component".

6.5 The members of the Supervisory Board may not receive remuneration from the Company on the basis of anything other than their function as a member of the Supervisory Board referred to above. Members of the Supervisory Board may, however, be granted remuneration in the form of financial instruments issued by the Company, on the terms resulting from a resolution of the General Meeting or detailed by the Supervisory Board, if this is justified by the interests of the Company. Subject to the above reservation, the members of the Supervisory Board do not receive any variable remuneration components. The remuneration in respect of the above remuneration components for each member of the Supervisory Board is shown in the following tables in respect of the year 2022 under the heading "remuneration - variable component". The above table items do not contain any data as there were no benefits due or received by the individual members of the Supervisory Board in respect of the above components in the financial year 2022.

6.6 The Remuneration Policy does not explicitly address the possibility of granting additional benefits to members of the Supervisory Board, such as:

6.6.1 reimbursement of costs and expenses incurred in the performance of functions,

6.6.2 the use of equipment, means of transport and other infrastructures for the performance of duties, such as, in particular, telephone, laptop, car, the running costs of which will be covered by the Company,

6.6.3 the use, at the Company's expense, of liability insurance cover related to the performance of the function,

6.6.4 use of medical care at the Company's expense.

The remuneration in respect of the above remuneration components for each member of the Supervisory Board is shown in the following tables in respect of the year 2022 under the heading "remuneration - fringe benefits". The above table items do not contain any data, as there were no benefits due or received by the individual members of the Supervisory Board in respect of the above components in the financial year 2022.

6.7 The Company may provide a Supervisory Board member with insurance cover in connection with his or her function on the Supervisory Board.

6.8 In 2022, the Company did not have any supplementary pension schemes, early retirement schemes or service contracts from members of the Supervisory Board specifying benefits payable on termination of the contractual relationship.

6.9 The proportion set out in the table below refers to the proportion between the fixed and variable components of remuneration for the financial year. The proportion has been calculated using the following formula:

6.9.1 $\text{Proportion of fixed components of remuneration} = \frac{\text{component 'remuneration - fixed component'} + \text{component 'remuneration - fringe benefits'} + \text{fixed portion of component 'remuneration - pension components'}}{\text{total remuneration}} \times 100\%$;

6.9.2 $\text{Proportion of variable components of remuneration} = \frac{\text{component 'remuneration - variable component'} + \text{component 'remuneration - extraordinary component'} + \text{variable part of component 'remuneration - pension components'}}{\text{total remuneration}} \times 100\%$.

Remuneration of members of the Supervisory Board in 2022

Name of board member	Remuneration - fixed component	Remuneration - variable component	Remuneration - extraordinary items	Remuneration - pension components	Remuneration - fringe benefits	Total wages	Proportion
Ryszard Bartkowiak	36.000	-	-	-	-	36.000	100% - 0%
Marcin Garliński	27.000	-	-	-	-	27.000	100% - 0%
Grzegorz Leszczyński	24.000	-	-	-	-	24.000	100% - 0%
Rafał Berliński	27.000	-	-	-	-	27.000	100% - 0%
Jeremy Lewis	0	-	-	-	-	0	100% - 0%
Adam Niewinski	27.000	-	-	-	-	27.000	100% - 0%

Mr Grzegorz Leszczyński served as a member of the Supervisory Board until 5 September 2022.

Mr Jeremy Lewis has served as a member of the Supervisory Board since 5 September 2022.

7. AN EXPLANATION ON HOW THE TOTAL REMUNERATION IS CONSISTENT WITH THE ADOPTED REMUNERATION POLICY, INCLUDING HOW IT CONTRIBUTES TO THE COMPANY'S LONG-TERM PERFORMANCE

7.1 The Remuneration Policy is applicable to all members of the Management Board and the Supervisory Board, regardless of the type of legal relationship on the basis of which they perform their duties related to their function. The objective of the Remuneration Policy is to establish principles for the remuneration and granting of other benefits to members of the Management Board and Supervisory Board, which are intended to contribute to the achievement of the business strategy, long-term interests and stability of the Company. In addition, the objectives of the Remuneration Policy are: (a) to ensure a consistent and incentive-based remuneration system for members of the Management Board and Supervisory Board, (b) to reduce conflicts of interest or the risk of conflicts of interest within the Company and (c) to motivate the best possible results in the Company. In connection with the adoption of the Remuneration Policy, the Company pays remuneration to the members of the Management Board and Supervisory Board only in accordance with the Remuneration Policy. The above ensures that the total remuneration of the members of the Management Board and Supervisory Board is in accordance with the adopted Remuneration Policy. The payment of remuneration to the members of the Management Board and Supervisory Board only in accordance with the Remuneration Policy further contributes to the business strategy, long-term interests (performance) and stability of the Company.

7.2 The amount of remuneration of members of the Management Board is determined taking into account in particular: (a) the Company's current financial and economic situation, as well as the Company's needs (b) the qualifications and experience of the member of the Management Board, including the period of his/her holding managerial positions in the Company, (c) the function performed and the scope of duties, (d) the current market conditions with respect to the remuneration of persons performing the functions of members of the Management Board in entities operating in similar markets to the Company, with a similar scope of activity to the Company. As a consequence of the above, the remuneration of the members of the Management Board corresponds to the size of the Company's enterprise and the size of the Company's actual operations and remains in a reasonable relation (proportion) to the Company's economic results. On the other hand, the amount and method of calculating the remuneration of the

Supervisory Board members may vary; in particular, the remuneration of the Supervisory Board members may vary depending on the function performed on the Supervisory Board. The above ensures that the total remuneration of the members of the Management Board and Supervisory Board is in accordance with the adopted Remuneration Policy and that the determination and payment of remuneration to the members of the Management Board and Supervisory Board exclusively in accordance with the Remuneration Policy contributes to the Company's long-term performance.

- 7.3 In addition, pursuant to § 6 of the Remuneration Policy - when determining and verifying the remuneration of members of the Management Board, the Supervisory Board should take into account the workload required for the proper performance of the function of a member of the Management Board, the scope of duties and responsibilities related to the performance of the function of a member of the Management Board and the level of remuneration for a similar position applied by other entities operating on the market, in particular in the same sector / industry. In order to optimise the quality and productivity of the members of the Management Board, their remuneration is determined on the assumption that it should contribute to the efficient and smooth management of the Company. Accordingly, it mainly consists of fixed components, but may also include variable components if justified by the interests of the Company. The total remuneration of the members of the Management Board, including the fixed remuneration, its variable components and other benefits granted to the members of the Management Board by the Supervisory Board, bears a reasonable relation to the economic performance of the Company, as well as to the overall costs of the Company subject to annual review. This allows the objectives of the establishment of the Remuneration Policy to be realized, in particular by using a remuneration model that motivates the Company's Management Board to achieve its business objectives.
- 7.4 In turn, the amount of remuneration of the members of the Supervisory Board should take into account the objective of guaranteeing the independence of the members of the Supervisory Board in the performance of their duties. The remuneration of the members of the Supervisory Board should not constitute a significant item of the Company's operating costs or significantly affect the Company's financial result. In order to ensure the quality and commitment to the work of the members of the Supervisory Board, their remuneration is set as a fixed remuneration and, in addition, the remuneration of the members of the Supervisory Board is not linked to the performance of the Company. The implementation of the above guidelines ensures that the total remuneration of the members of the Management Board and Supervisory Board is in accordance with the adopted Remuneration Policy, and that the determination and payment of remuneration to the members of the Management Board and Supervisory Board exclusively in accordance with the Remuneration Policy contributes to the long-term performance of the Company. This allows the objectives of the establishment of the Remuneration Policy to be realized, in particular to ensure the transparency of the remuneration costs of the members of the Company's Management Board and Supervisory Board and the principles of their formation in the Company.
- 7.5 The structure described above for the allocation and payment of remuneration has a direct impact on the motivation of the members of the Management Board and the Supervisory Board and contributes to the implementation of the business strategy and the long-term stable growth of the Company's value and performance. The form, structure and level of remuneration are in line with market conditions and are aimed at

retaining persons of fundamental importance to the Company who possess the criteria necessary for the proper management and supervision of the Company. As regards the remuneration of the members of the Supervisory Board, it should be emphasized that the fixed remuneration ensures the sovereignty of the control process, i.e. independence from the Company's financial situation (the remuneration is not directly linked to the Company's economic performance). At the same time, adequate control and supervision of the Company's activities, carried out by the members of the Management Board and the Supervisory Board, ensures the stability of the Company, which translates into the achievement of the Company's long-term objectives (results).

8. INFORMATION ON HOW THE PERFORMANCE CRITERIA WERE APPLIED

- 8.1 In determining and reviewing the remuneration of the members of the Management Board, the Supervisory Board should take into account the workload required to properly perform the function of a member of the Management Board, the scope of duties and responsibilities associated with the performance of the function of a member of the Management Board and the level of remuneration for a similar position applied by other market players, particularly in the same sector/industry. In order to optimise the quality and productivity of the members of the Management Board, their remuneration is determined on the assumption that it should contribute to the efficient and smooth management of the Company. It therefore consists mainly of fixed components, but may also include variable components if justified by the interests of the Company.
- 8.2 The Supervisory Board, in determining the amount and principles for awarding the remuneration of the members of the Management Board, should pursue the premise that the description of the components of fixed and variable remuneration and the non-cash benefits that may be awarded to the members of the Management Board should set out the components of remuneration in a balanced manner and adapted to the financial situation of the Company. The description may stipulate that the benefits granted to a member of the Management Board as part of variable remuneration are monetary or non-monetary. Furthermore, with regard to the setting of performance criteria, the Supervisory Board should apply clear, comprehensive and differentiated criteria - both in terms of financial and non-financial performance - for the award of variable remuneration (variable elements of remuneration); in particular, the achievement of management objectives is considered as such criteria. The criteria should be established in such a way as to ensure that the incentives for individual performance of members of the Management Board are balanced with the achievement of management objectives and the implementation of the Company's or the CI Games Group's strategy, with particular regard to the interests of the Company or the CI Games Group. Verification of the fulfilment of criteria of a financial nature is based on the data contained in the financial statements. Verification of the fulfilment of criteria of a non-financial nature involves obtaining data confirming the fulfilment of standards and objective yardsticks for the fulfilment of a specific task, allowing an assessment of the effectiveness of the actions taken by a member of the Management Board in fulfilling such criteria.
- 8.3 The remuneration of the members of the Supervisory Board is not linked to the performance of the Company. The members of the Supervisory Board do not receive any variable remuneration (unless the members of the Supervisory Board are granted remuneration in the form of financial instruments issued by the Company, on the terms

resulting from a resolution of the General Meeting or detailed by the Supervisory Board, if justified by the interests of the Company).

- 8.4 As there were no benefits due to or received by individual members of the Management Board or Supervisory Board in respect of variable components in the 2022 financial year, and no benefits under the incentive scheme were realised, the Report does not contain any other (including supplementary) information on how the performance criteria were applied.

9. INFORMATION ON THE CHANGE, ON AN ANNUAL BASIS, IN REMUNERATION, IN THE COMPANY'S RESULTS AND IN THE AVERAGE REMUNERATION OF THE COMPANY'S EMPLOYEES WHO ARE NOT MEMBERS OF THE MANAGEMENT BOARD OR THE SUPERVISORY BOARD, OVER A PERIOD OF AT LEAST THE LAST FIVE FINANCIAL YEARS, IN AGGREGATE, IN A WAY THAT MAKES IT POSSIBLE TO COMPARE THEM

- 9.1 In developing the Remuneration Policy, the working and remuneration conditions of the Company's employees other than members of the Management Board and members of the Supervisory Board were taken into account. The Remuneration Policy takes into account the working and remuneration conditions of the Company's employees and associates other than the members of the Management Board and the Supervisory Board by ensuring that the remuneration conditions of the members of the Management Board and the Supervisory Board are justified by the scope of responsibility that is associated with their functions in the Company. In particular, the Remuneration Policy ensures that the amount of remuneration is determined taking into account the increased risks associated with the performance of the relevant function in the Company and the effects on the Company or the relevant person covered by the Policy that may result from the materialisation of such risks.

- 9.2 The following table provides information on the change, on an annual basis, in the remuneration, performance of the Company and average remuneration of the Company's employees who are not members of the Management Board or the Supervisory Board, over at least the last five financial years, in aggregate, in a way that allows for comparison, i.e:

9.2.1 total remuneration of the members of the Management Board and Supervisory Board - for the financial years 2017-2022;

9.2.2 Company's result (net result of the Company) - for the financial years 2017-2022;

9.2.3 average remuneration of the Company's employees who are not members of the Management Board or Supervisory Board - for the financial years 2017-2022.

- 9.3 The average remuneration of the Company's employees is the sum of the remuneration paid to employees in a given calendar year (over a 12-month period) divided by the average headcount (average number of FTEs) in that year.

- 9.4 The Supervisory Board states that the information indicated in the table below for financial years for which the Supervisory Board was not required to prepare a remuneration report may be given on the basis of estimates or omitted.

Financial year	2017	2018	2019	2020	2021	2022
Name						
Marek Tyminski	1.002.000	1.002.000	1.034.062	737.082,5	203.752	1.153.752
Monika Rumianek	25.000	60.000	193.144,97	274.654	289.006,86	306.432,94
Ido Hochman	-	-	-	-	-	249.812,52
David Broderick	-	-	-	-	-	890.762,82
Adam Pieniacki	33.000	-	-	-	-	-
Maciej Nowotny	187.000	374.000	-	-	-	-
Ryszard Bartkowiak	8.000	8.000	8.000	20.000	16.000	32.000
Marcin Garliński	-	-	6.000	15.000	12.000	24.000
Grzegorz Leszczyński	21.000	21.000	6.000	15.000	12.000	21.000
Rafał Berliński	-	-	-	12.000	12.000	24.000
Krzysztof Kaczmarczyk	-	-	-	6.000	6.000	-
Adam Niewinski	-	-	-	-	3.000	24.000
Tomasz Litwiniuk	15.000	15.000	6.000	3.000	-	-
Norbert Biedrzycki	21.000	21.000	6.000	9.000	-	-
Mariusz Sawoniewski	15.000	15.000	-	-	-	-
Dasha Gadomska	16.000	-	-	-	-	-
Jeremy Lewis	-	-	-	-	-	-

Total remuneration members of the Management Board and Supervisory Board	1.343.000	1.516.000	1.259.206,97	1.091.736,5	553.758,86	2.725.760,28
Net result of the Company (in thousands PLN)	6.477	(21.508)	2.007	6.070	33.320	7.135
Average salary	71.581	81.911	106.083	117.016	143.353	130.591

Notes:

Mr Adam Pieniacki served as a member of the Management Board until 2017.

Ms Monika Rumianek served as a member of the Management Board from 2017 until 5 July 2022.

Mr Ido Hochman served as a member of the Management Board on 24 January 2022 until 31 January 2022.

Mr David Broderick has been acting as Vice President of the Management Board since 1 March 2022.

Mr Maciej Nowotny served as a member of the Management Board for the period 2017-2018.

Mr Rafał Berliński has been a member of the Supervisory Board since 2020.

Mr Krzysztof Kaczmarczyk served as a member of the Supervisory Board from 2020 until 6 December 2021.

Mr Marcin Garlinski has been a member of the Supervisory Board since 2018.

Mr Mariusz Sawoniewski served as a member of the Supervisory Board until 2018.

Ms Dasa Gadomska served as a member of the Supervisory Board until 2017.

Mr Ryszard Bartkowiak has been a member of the Supervisory Board since 2017.

Mr Tomasz Litwiniuk served as a member of the Supervisory Board until 2020.

Mr Norbert Biedrzycki served as a member of the Supervisory Board until 2020.

Mr Adam Niewinski has been a member of the Supervisory Board since 6 December 2021.

Mr Jeremy Lewis has served as a member of the Supervisory Board since 5 September 2022.

Mr Grzegorz Leszczyński served as a member of the Supervisory Board until 5 September 2022.

10. AMOUNT OF REMUNERATION FROM ENTITIES BELONGING TO THE SAME CAPITAL GROUP WITHIN THE MEANING OF THE ACCOUNTING ACT OF 29 SEPTEMBER 1994

In 2022, the following Members of the Management Board and Supervisory Board received from entities belonging to the same capital group as the Company within the meaning of the Accounting Act of 29 September 1994 (i.e. Journal of Laws of 2023, item 120, as amended) the remuneration referred to in Article 90g(2) item. 5 of the Act:

- 10.1 Ms Monika Rumianek - total remuneration of: PLN 800,
- 10.2 Mr Marek Tymiński - total remuneration of: EUR 253,333.12, (PLN equivalent - PLN 1,186,544.70),
- 10.3 Ido Hochman - total remuneration of: PLN 249,812.52
- 10.4 Mr Marcin Garliński - total remuneration of: PLN 800,
- 10.5 Mr Rafał Berliński - total remuneration of: PLN 800.

11. THE NUMBER OF FINANCIAL INSTRUMENTS GRANTED OR OFFERED AND THE MAIN CONDITIONS FOR THE EXERCISE OF THE RIGHTS ATTACHED TO THOSE INSTRUMENTS, INCLUDING THE PRICE AND THE DATE OF EXERCISE AND ANY CHANGES THERETO

- 11.1 Pursuant to the provisions of § 7.12 of the Remuneration Policy - the General Meeting may adopt a resolution on the introduction of an incentive programme in the Company addressed (also) to the members of the Management Board. Such a programme may consist in granting its participants the opportunity to acquire (take up) financial instruments issued by the Company, in the period and on the terms specified in the resolutions of the General Meeting or the Supervisory Board. However, an incentive programme of this kind should contribute to the realisation of the objectives of the Remuneration Policy.
- 11.2 Pursuant to the provisions of § 8(5) of the Remuneration Policy - Supervisory Board members may not receive remuneration from the Company on the basis of anything other than their function as Supervisory Board members. Members of the Supervisory Board may, however, be granted remuneration in the form of financial instruments issued by the Company, on terms resulting from a resolution of the General Meeting or detailed by the Supervisory Board, if this is justified by the interests of the Company.
- 11.3 No financial instruments were granted or offered to members of the Supervisory Board in 2022.
- 11.4 In 2021, by Resolution of the Ordinary General Meeting No. 19/1/2021 on the establishment of an incentive programme addressed to key employees and associates of the CI Games Group, including the members of the Management Board of CI Games S.A., an incentive programme was introduced in the Company, based on which it is possible to grant or offer financial instruments to the members of the Management Board.
- 11.5 By Resolution No. 2022/03/01/5 of 1 March 2022. The Supervisory Board determined that members of the Management Board of CI Games S.A. are entitled to participate in the incentive programme and, upon fulfilment of the conditions of the incentive programme, will be entitled to take up series C subscription warrants free of charge (Ms

Monika Rumianek for 200,000 series C subscription warrants, Mr Marek Tymiński for 1,775,000 series C subscription warrants; Mr David Broderick for 900,000 series C subscription warrants).

- 11.6 The series C subscription warrants will entitle to subscribe for series J shares, depriving the Company's existing shareholders of the right to subscribe for them. The rights from the series C subscription warrants will be exercisable at any request of the holder, but no later than 31 December 2024.

12. INFORMATION ON THE USE OF THE OPTION TO CLAIM BACK VARIABLE COMPONENTS OF REMUNERATION

- 12.1 In accordance with the provisions of § 8 (10) of the Remuneration Policy - there are no deferral periods and no possibility for the Company to claim reimbursement of variable remuneration components.
- 12.2 In view of the above, as well as the non-allocation of variable remuneration components, the option to claim back the variable remuneration components set out in the Remuneration Policy was not exercised in 2022.

13. MONETARY OR NON-MONETARY BENEFITS GRANTED TO THE IMMEDIATE FAMILY MEMBERS OF THE MANAGEMENT BOARD AND THE SUPERVISORY BOARD

- 13.1 Pursuant to Article 90g(5) of the Act, where the remuneration of members of the Management Board and the Supervisory Board includes monetary or non-monetary benefits granted for the benefit of persons closest to such persons, the remuneration report shall include information on the value of such benefits. The closest persons shall be deemed to be the spouse, ascendant, descendant, sibling, relative in the same line or of the same degree, a person in an adoption relationship and their spouse, as well as a person in cohabitation. Such information shall not specify: (i) the basis on which such benefits were granted and (ii) the personal data of the persons to whom they were paid.
- 13.2 In 2022, the Company did not grant any monetary or non-monetary benefits to benefit the immediate relatives of the members of the Management Board and Supervisory Board.

14. CONFLICTS OF INTEREST RELATING TO REMUNERATION POLICY

- 14.1 All organisational units and persons implementing the Remuneration Policy examine the possibility of conflicts of interest related to the Remuneration Policy on an ongoing basis. If any member of the Management Board or member of the Supervisory Board recognises the likelihood of a conflict of interest relating to that member of the Management Board or member of the Supervisory Board, within the scope of matters governed by the Policy, he or she is obliged to report this circumstance to the Chairman of the Supervisory Board. If the Chairperson of the Supervisory Board considers that a conflict of interest exists with respect to matters governed by the Policy, he or she is obliged to report this circumstance to the Supervisory Board. In the event that the notification in question is received, the Board initiates a procedure to amend the Remuneration Policy in order to eliminate or prevent the identified conflict of interest from arising in the future.

14.2 In 2022, the Chairman of the Management Board and the Chairman of the Supervisory Board were not informed of the possibility of conflicts of interest or of the occurrence of conflicts of interest.

14.3 The Supervisory Board, as part of its supervisory activities, carried out an analysis of the risk of potential conflicts of interest. As no risk of a conflict of interest was detected, the Supervisory Board did not take any action in this respect, including action to resolve the conflict.

15. CONSIDERATION OF A RESOLUTION OR DISCUSSION RELATING TO THE PREVIOUS REMUNERATION REPORT

15.1 Pursuant to Article 90g(6) of the Act, the general meeting shall pass a resolution giving an opinion on the remuneration report. In the cases referred to in Article 90g(7) of the Act, instead of passing a resolution, the general meeting may hold a discussion on the remuneration report. The remuneration report shall contain an explanation of how the resolution referred to in section 90g(6) of the Act or the discussion referred to in section 90g(7) of the Act relating to the previous remuneration report has been taken into account in the report.

15.2 The report takes into account the resolution referred to in Article 90g(6) of the Act, i.e. Resolution No. 17/1/2022 of the General Meeting of 5 July 2022 on expressing an opinion on the report of the Supervisory Board of CI Games S.A. on the remuneration of the members of the Management Board and the Supervisory Board of CI Games S.A. for the financial year 2021. The General Meeting, having considered and familiarised itself with the contents of the auditor's report, gave an unqualified positive opinion on the report adopted by the Supervisory Board of the Company on the remuneration of the Members of the Management Board and the Supervisory Board of the Company for the financial year 2021.

16. IDENTIFYING THE NEED FOR CHANGES TO THE REMUNERATION POLICY

16.1 The Board of Directors is responsible for preparing, implementing and updating the Remuneration Policy.

16.2 The Supervisory Board oversees the Remuneration Policy on an ongoing basis. It reviews it at least once a year, examining the amount and structure of remuneration and the operation of the Remuneration Policy in the context of its objectives.

16.3 The implementation of the Remuneration Policy is reviewed by the Management Board at least once a year. On the basis of the information provided by the Management Board, the Supervisory Board prepares and presents an annual remuneration report to the General Meeting.

16.4 In preparation for the Ordinary General Meeting, the Company is identifying whether there is a need for significant changes to the Remuneration Policy.

16.5 A resolution of the General Meeting on the Remuneration Policy (amendments thereto) shall be adopted at least every four years. In the event that the General Meeting has authorised the Supervisory Board to detail the elements of the Remuneration Policy on the basis of the provisions of the Act, these elements shall be amended by the Supervisory Board. Otherwise, the amendment of these elements is reserved to the competence of the General Meeting.

16.6 The Remuneration Policy was repealed by Resolution No. 7/1/2023 of the Extraordinary General Meeting of 8 February 2023. At the same time, the aforementioned resolution adopted the new Remuneration Policy of CI Games SE, which became effective as of the date of registration of the Company's conversion into a European company on 17 March 2023.

17. CONCLUSIONS

The Supervisory Board's analysis of the remuneration and all benefits received by individual members of the Management Board and Supervisory Board in 2022 in terms of compliance with the Remuneration Policy leads to the conclusion that:

- 17.1 The remuneration paid to the members of the Management Board and the Supervisory Board (in whatever form) is in accordance with the Remuneration Policy and meets all legal requirements.
- 17.2 The Remuneration Policy contributes to the achievement of the stated objectives, viz: (a) the implementation of the Company's business strategy, long-term interests and stability, (b) the provision of a consistent and incentive-based remuneration system for members of the Management Board and Supervisory Board, (c) the reduction of conflicts of interest or the risk of conflicts of interest in the Company, and (d) the motivation to achieve the best possible results in the Company.
- 17.3 The Remuneration Policy fosters the achievement of the objectives set out above by: applying a remuneration model that motivates the Company's Management Board to achieve its business objectives; and ensuring the transparency of the remuneration costs of the members of the Company's Management and Supervisory Boards and the principles of their formation within the Company.
- 17.4 The Remuneration Policy in place provides a properly functioning tool for managing the remuneration of the members of the Management Board and the Supervisory Board.
- 17.5 The Supervisory Board assesses positively the functioning of the Remuneration Policy and the compliance of the remuneration of the members of the Management Board and Supervisory Board with the Remuneration Policy.

The report was adopted by the Supervisory Board by Resolution 2023/06/02/1 of the Supervisory Board of CI Games SE dated 2 June 2023.

“RESOLUTION No. 21/2/2023
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.

The Annual General Meeting of the Company CI Games SE. passed Resolution No. 20/2/2023 by secret ballot. 89,282,501 votes were cast. All votes were valid. 89282501 votes were cast in favor of the resolution, with no votes "against" and no votes "abstaining". The number of shares from which valid votes were cast, i.e. 89,282,501, represented 48.80% of the total share capital and the total number of votes in the Company.

“RESOLUTION No 21/2/2023
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.”

The Annual General Meeting of the Company CI Games SE. passed Resolution No. 21/2/2023 in an open vote. 89,282,501 votes were cast. All votes were valid. 89282501 votes were cast in favor of the resolution, with no votes "against" and no votes "abstaining". The number of shares from which valid votes were cast, i.e. 89,282,501, represented 48.80% of the total share capital and the total number of votes in the Company.

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 RELATIONS HIP 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	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.
O R PROGRAMME PARTICIPANT)	
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 forseries 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,

Schedule No. 2 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 form of the Share subscription declaration

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,

“RESOLUTION No 22/2/2023

**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."

The Annual General Meeting of the Company CI Games SE. passed Resolution No. 22/2/2023 in an open vote. 89,282,501 votes were cast. All votes were valid. 89,282,501 votes were cast in favor of the resolution, with no votes "against" and no votes "abstaining". The number of shares from which valid votes were cast, i.e. 89,282,501, represented 48.80% of the total share capital and the total number of votes in the Company.

Warsaw, 28 June 2023.

OPINION OF THE MANAGEMENT BOARD OF CI GAMES SE BASED IN WARSAW JUSTIFYING THE REASONS FOR DEPRIVING SHAREHOLDERS OF THE ENTIRE PREEMPTIVE RIGHT TO ACQUIRE SERIES K ORDINARY SHARES AND SERIES D SUBSCRIPTION WARRANTS ENTITLING TO ACQUIRE SERIES K SHARES, AS WELL AS THE ISSUE PRICE OF THOSE SHARES AND THE GRATUITOUS NATURE OF SERIES D SUBSCRIPTION WARRANTS

This opinion of the Management Board of CI Games SE based in Warsaw (the "Issuer", the "Company") is intended to justify the reasons for the planned exclusion of the Company's pre-emptive rights to series K shares, series D subscription warrants and the manner of determining the proposed issue price of series K shares and the gratuitous nature of series D subscription warrants. This opinion was prepared in connection with the convened June 29, 2023. Annual General Meeting of the Company (the "AGM").

The AGM was convened, among other things, in order to adopt a resolution on the issuance of no more than 13,000,000 (in words: thirteen million) series D subscription warrants (the "Warrants"), a conditional increase in the Issuer's share capital by no more than PLN 130. 000.00 (say: one hundred and thirty thousand zlotys) through the issuance of no more than 13,000,000 (say: thirteen million) series K ordinary bearer shares with a nominal value of PLN 0.01 (say: one grosz) each ("Series K Shares"), deprivation of pre-emptive rights of the Company's existing shareholders and amendment of the Company's Articles of Association.

The purpose of the aforementioned conditional increase of the Issuer's capital and the purpose of the issue of Warrants entitling to acquire Series K Shares is to create another incentive program in the Company, which is a source of attractive and effective instruments and mechanisms motivating key employees and associates of the Issuer and the CI Games Group to work and take actions aimed at long-term growth of the Company's value and value for its shareholders, maximization of the Issuer's financial results, and stabilization of the group of key employees and associates of the Company and the CI Games Group, including members of the Issuer's Management Board. Providing these people with the opportunity to purchase the Company's shares on preferential terms is intended to foster their identification with the Company and their feeling that they are not only part of the Issuer's organizational structure, but also - that they are among the shareholders of CI Games SE, and therefore - that they can have a real impact on the situation and decision-making process in the Company, in accordance with the Issuer's corporate governance principles.

In the opinion of the Management Board, the aforementioned tools for motivating the key employees and collaborators of the Company and the CI Games Group, consisting of providing these people with the opportunity to purchase the Issuer's shares on preferential terms, issued as part of the conditional share capital increase, constitutes the optimal mechanism for motivating them to work effectively for the Company without compromising or upsetting the Issuer's financial liquidity. The Company's Management Board also believes that it is in the best interest of the Company to effectively motivate key employees and collaborators of the Issuer and the CI Games Group, who

have a significant impact on the quality of the products offered by the Company and the CI Games Group, and, as a consequence, the sales and financial results of the Company and the CI Games Group.

The proposed targeting of the issue of Series K Shares to a selected group of persons intrinsically requires that the Company's existing shareholders be entirely deprived of their subscription rights to the new issue shares. The exclusion of the aforementioned subscription rights is justified in the context of the aforementioned objectives of the issue of Series K Shares, i.e. first and foremost the implementation in the Company and in the CI Games Group of an attractive and effective incentive program aimed at employees and associates, which in the long term will serve the interests of all shareholders of the Issuer. The Company's Management Board expresses its unwavering conviction that the incentive mechanism so conceived and constructed is designed not only in the interests of the potential direct beneficiaries of the incentive program, but also in the interests of the Company's non-beneficiary shareholders. These comprehensive benefits are to be derived from the fact that only a well-motivated Team is able to work with full commitment and energy, contributing to the multi-faceted success of the Company and the CI Games Group as a whole.

The Warrants will be issued free of charge in dematerialized form. The gratuitous acquisition of the Warrants is due to the fact that the purpose of the issuance of the Warrants is to enable the acquisition of Series K Shares to eligible persons designated in resolutions of the Company's Management Board or Supervisory Board as a mechanism to motivate them to work hard aimed at maximizing the quality of the products offered by the Company. With this in mind, the free issue of Warrants is fully justified.

Due to the nature of the incentive program, the entitlement to acquire Series K Shares in exercise of rights under the Warrants will expire if the beneficiary of the program, as indicated in the relevant resolution of the Company's Management Board or Supervisory Board, terminates his/her cooperation with the Issuer within the specified period. Detailed terms and conditions for acquiring and forfeiting rights related to participation in the incentive program will be specified in the rules and regulations of the incentive program, the adoption of which should be the competence of the AGM.

The issue price of Series K Shares should be set at PLN 3.50 (three zlotys 50/100) per Series K Share. In the opinion of the Issuer's Management Board, the issue price of Series K Shares set in such a way will make it possible to give them a motivational character, making the possibility of their acquisition by beneficiaries an instrument of real motivation for employees and associates of the Company and the CI Games Group. In other words, the issue price determined in this way is to be an incentive for the beneficiaries of the program to work intensively for the Company, implying not only the future market value of the Series K Shares, but also the amount of the final gratification of the beneficiaries of the program in the form of the price obtained from the possible sale of the Series K Shares.

In light of the above, it should be assumed that depriving the Company's existing shareholders of their subscription rights in full with respect to the Warrants and Series K Shares has a strong economic rationale and is in the Company's best interest. Similarly, the motives for the gratuitous issuance of the Warrants and the method of determining the issue price of the Series K Shares, as indicated in this opinion, should be considered fully justified.

Taking into account all the circumstances mentioned above, the Issuer's Management Board recommends the AGM to adopt the above resolution on the incentive program, the issuance of series D subscription warrants, the conditional share capital increase and the exclusion of the preemptive rights of existing shareholders with respect to subscription warrants and Series K Shares issued as part of the conditional increase of the Company's share capital, taken up in exercise of rights from the Warrants.

Legal basis: art. 433 § 2 sentence 4 of the Commercial Companies Code

Marek Tymiński, President of the Management Board of CI Games SE

David Broderick, Vice President of the Management Board of CI Games SE

/ proper signatures on the original/

**“RESOLUTION No. 23/2/2023
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 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 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 bonds in one or several series, unsecured, convertible into ordinary bearer shares of the Company series L with a total nominal value of these bonds not exceeding EUR 10,000,000 (ten million euro) (the "**Bonds**") with a nominal value EUR 100,000 (in words: one hundred thousand euro, 00/100) each bond.
2. The final number of the Bonds of each series 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: (i) qualified investors within the meaning of Article 2(e) Regulation (EU) 2017/1129 of the European Parliament and of the Council of June 14 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 ("**Regulation (EU) 2017/1129**") or (ii) no more than 149 natural or legal persons other than qualified investors (taking into account the limits resulting from the law) or (iii) investors who will acquire Bonds with a total value of at least EUR 100,000 per investor, therefore, in accordance with Article 1(4)(a),(b) and (d) of Regulation 2017/1129.
5. The date of issue of the particular Bonds series (the "**Issue Date**") shall be will be set forth in the Terms of Issue of a particular series of 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 purpose of the Bonds issue has not been specified, however it may be specified in the Terms of Issue for the particular series of Bonds. Unless the purpose of the issuance is specified in the Terms of Issue of a particular series of Bonds, the Management Board may use the proceeds of the Bonds issuance for any purpose.
7. Individual series of Bonds will be issued based on separate issue resolutions adopted by the Management Board.
8. The redemption date of the Bonds (the "**Redemption Date**") will fall on the first anniversary of the Issue Date.
9. 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**").
10. 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.
11. 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: the Conversion will be effected by converting the Bonds into Shares, and the number of Shares due to the Bondholder as a result of the conversion shall be determined in accordance with the following formula:

$$X = Z/Y, \text{ where:}$$

X: number of Shares for the bondholder requesting conversion of liabilities due to the bondholder at maturity,

Z: the nominal value of the Bonds held on the maturity date by the bondholder increased by the value of accrued interest on the Bonds up to the date of submission of the Conversion statement by the bondholder specified in PLN in accordance with the exchange rate; the Conversion rate of Bonds to Shares will be calculated, according to the average EUR/PLN exchange rate announced by the National Bank of Poland on the last workday preceding the Conversion date,

Y: Unit price of the one Share, that is not less than PLN 5.50 (five Polish zloty, 50/100),

(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 3 (say: three) months from the Issue Date to the date falling one business day before the Redemption Date save for change of control event in which case redemption is possible even before the aforementioned term (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(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,

(g) 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 Article 7a sec. 1 et seq. of the Act of 29 July 2005 on trading in financial instruments (Journal of Laws of 2023, item 646, as amended). 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. 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 preemptive 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 90,000 (in words: ninety thousand Polish zloty).

2. The increase of the Company's share capital takes place through the issue of no more than 9,000,000 (in words: 9,000,000 million) 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 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 and each holder of 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 3 (in words: three) months after the Issue Date to the date falling one business day before the Redemption Date specified in the Terms of Issue, save for change of control event in which case redemption is possible even earlier, 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 357,207.26 (in words: three hundred fifty-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,

c) no more than 9,000,000 (in words: nine 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 convertible bonds, issued pursuant to Resolution No 23/2/2023 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 preemptive 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 22/2/2023 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 22/2/2023 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.21/2/2023 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 convertible bonds issued by the Company pursuant to Resolution No 23./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 preemptive right to 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 No23/2/2023 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."

The Annual General Meeting of the Company CI Games SE. passed Resolution No. 23/2/2023 in an open vote. 89,282,501 votes were cast. All votes were valid. 89,282,501 votes were cast in favor of the resolution, with no votes "against" and no votes "abstaining". The number of shares from which valid votes were cast, i.e. 89,282,501, represented 48.80% of the total share capital and the total number of votes in the Company.

Warsaw, 28 June 2023.

OPINION OF THE MANAGEMENT BOARD OF CI GAMES SE, BASED IN WARSAW, JUSTIFYING THE REASONS FOR DEPRIVING SHAREHOLDERS IN FULL OF THE PRE-EMPTIVE RIGHT TO CONVERTIBLE BONDS ENTITLING TO ACQUIRE SERIES L SHARES AND THE ISSUE PRICE OF SUCH SHARES

The Management Board of CI Games SE, based in Warsaw (the "Company"), in connection with the inclusion on the agenda of the Company's Annual General Meeting convened for 29 June 2023 of an item concerning the adoption of a resolution on the issue of convertible bonds entitling to acquire series L shares issued with the exclusion of subscription rights, is of the opinion that the exclusion in full of subscription rights to convertible bonds entitling to acquire series L shares issued by the Company is in the Company's interest.

The possibility for qualified investors to recapitalize the Company by offering convertible bonds for the Company's shares complements the Management Board's competence to effectively obtain financing for the CI Games Group's operations. The Company's Management Board takes into account the current market situation in the debt securities market, as well as the cost and time involved in conducting the offering without the exclusion of subscription rights. The exclusion of subscription rights will consequently enable the Company's Group to respond efficiently to the needs of a number of investments and increase its financial flexibility. The ability to raise capital at the right time for the Company or the CI Games Group and on convenient terms will undoubtedly promote the development of the Company's Group's business, increase its value, including its value per share with a slight dilution of the shareholder base. For these reasons, it is in the Company's interest and not contrary to the interests of the Company's other shareholders to exclude the pre-emptive rights of convertible bonds entitling them to subscribe for series L shares. Also, in the context of the aforementioned market conditions, the price per series L share of PLN 5.50 (in words: five zlotys 50/100) should be considered reasonable.

Legal basis: art. 21 of the Bond Act, art. 433 § 2 sentence 4 of the Commercial Companies Code

Marek Tymiński, President of the Management Board of CI Games SE

David Broderick, Vice President of the Management Board of CI Games SE

/ proper signatures on the original/