

THE MANAGEMENT BOARD REGULATION CI GAMES SE

§ 1

INTRODUCTION

1. The Management Board of CI GAMES SE („**Management Board**”, „**Company**”) is the governing body and operates on the basis of the Commercial Companies Code, Council Regulation (EC) No. 2157/2001 of 8 October 2001 on the Statute of a European company (SE), the Company's Statutes and these Regulation.
2. The Management Board shall manage the Company's assets and conduct the Company's business and perform its duties with the diligence required in business.
3. The Management Board shall ensure that the Company's management system is transparent and efficient, and that the Company's business is conducted in accordance with the law and good practices of companies listed on the Stock Exchange.

§ 2

COMPOSITION AND TERM OF THE MANAGEMENT BOARD

1. The Management Board shall consist of from 1 (in words: one) to 6 (in words: six) members appointed and dismissed by the Supervisory Board.
2. Members of the Management Board are appointed for a joint term of office, which is three years. The term of office is calculated in full fiscal years.
3. In the event of changes in the composition of the Management Board, the outgoing member of the Management Board shall be obligated to transfer to the other members of the Management Board, on the record, all business conducted by him or her, together with any documents and other materials relating to the Company in his or her possession, which were prepared, collected, compiled or received by him or her in the course of or in connection with the performance of his or her function on the Company's Management Board.

§ 3

SCOPE OF COMPETENCES, DUTIES AND RIGHTS OF THE MANAGEMENT BOARD OF THE COMPANY

1. The Management Board shall manage the business of the Company and represent the Company, except for matters reserved for the Supervisory Board or the General Meeting.
2. The following are authorized to submit statements of intent on behalf of the Company: President of the Management Board acting individually, two Members of the Management Board acting jointly or a Member of the Management Board acting jointly with a proxy.
3. In addition to the matters reserved by the provisions of the Commercial Companies Code, the following matters require a resolution of the Management Board:
 - a) motions regarding approval of the Company's financial statements for a given fiscal year, distribution of profit or coverage of loss;
 - b) creation and liquidation of branches and other organizational units of the Company;
 - c) creation or acquisition of shares of another company;
 - d) issuance of debt securities;

- e) incurring liabilities or disposing of rights with a gross value of more than PLN 500,000 (in words: five hundred thousand zlotys);
 - f) appointment of proxies of the Company;
 - g) determining the internal division of work of the Management Board.
4. The Management Board shall establish an organizational chart of the Company and appoint directors and managers of individual departments and units.
 5. The internal division of competencies among individual members of the Management Board may be made by an appropriate resolution of the Management Board.
 6. In order to make internal decisions in the Company, individual organizational units of the Company are assigned to each member of the Management Board. It is possible to subordinate specific organizational units of the Company to the entire Management Board.
 7. The Management Board performs the function of a superior with respect to the managers of individual departments and organizational units of the Company. In case of doubt, it is assumed that the employee's superior is the President of the Management Board.
 8. Assignment of organizational units to individual members of the Management Board shall not affect the responsibility of members of the Management Board as defined in the Company's Statutes, the Commercial Companies Code or other legal regulations.
 9. The duties of the Management Board shall include, in particular:
 - a) Convening an Ordinary General Meeting at least once a year, no later than the end of June each year.
 - b) Convening an Extraordinary General Meeting on its own initiative, at the request of the Supervisory Board or shareholders representing at least 1/10 (in words: one-tenth) of the share capital.
 - c) Keeping the Company's accounts in accordance with applicable regulations.
 - d) Providing information and current and periodic reports to the Warsaw Stock Exchange, the Financial Supervision Commission and information agencies within the time limits and scope stipulated by law.
 10. The Management Board shall notify the Supervisory Board, at least once every three months, of the conduct of the Company's business and the anticipated development of the Company's business. In addition to the regular information referred to in the preceding sentence, the Management Board is obliged to promptly inform the Supervisory Board of any matters that may have a significant impact on the Company's operations.
 11. The obligation of the Company's Management Board referred to in Articles 380¹ and 382 §31 (3) and (5) of the Commercial Companies Code is excluded pursuant to Article 380¹ §5 of the Commercial Companies Code.

§ 4

MEETINGS OF THE MANAGEMENT BOARD

1. Meetings of the Management Board shall be convened as needed on dates to be determined on an ongoing basis, based on notice given sufficiently in advance of the date of the scheduled meeting.
2. Management Board meetings may be attended by members of the Supervisory Board and other invited third parties (e.g.: experts and consultants). These persons do not have the right to vote in the adoption of resolutions.
3. Meetings of the Management Board shall be convened by the President of the Management Board or in his stead by the Vice President of the Management Board, if

any, or by another member of the Management Board designated by the President of the Management Board.

4. Notice of a scheduled meeting of the Management Board, along with the proposed agenda and materials to be submitted to the Management Board, shall be delivered to each Member of the Management Board in writing or by e-mail, with acknowledgement of receipt.
5. Resolutions of the Management Board may be adopted if all Members have been duly notified of the Management Board meeting. Minutes of the meeting of the Management Board shall be taken.
6. In cases of urgency, the President of the Management Board may convene a meeting of the Management Board without following the formal convening procedure, provided that all members of the Management Board have been informed of the planned meeting and none of them has objected to the holding of the meeting and the proposed agenda.
7. The Management Board meeting may also be attended by means of direct remote communication (telephone, teleconference, videoconference, etc.), in a manner that allows simultaneous communication in real time and mutual identification between the members of the Management Board attending the meeting. If the convened meeting is to be held by means of direct remote communication, then the notice of the meeting should include, in addition to the elements listed in §4.4 of these Regulations, information on:
 - a) the method of communication, e.g., by telephone, teleconference, videoconference, etc., and
 - b) the technical tools that will be used to hold the meeting, e.g., name of the communicator (e.g., Zoom, Microsoft Teams or others with similar functionality), link to the meeting in the form of online video conference, conference phone number, login, password, etc. - depending on the chosen means of direct remote communication.

After the beginning of a Management Board meeting using means of direct remote communication, the person chairing the meeting shall check attendance by identifying each member of the Management Board participating in the meeting. Voting on resolutions, adopted in the course of meetings held using means of direct remote communication, shall be carried out by making a statement orally or, in case of availability, by using a technical solution enabling voting, in particular secret voting. After all members of the Management Board have voted, the person presiding over the meeting shall count the votes and determine whether the resolution has been adopted.

§5

ADOPTION OF RESOLUTIONS

1. Resolutions of the Management Board shall be minuted and adopted by an absolute majority of votes. In case of equality of votes, the vote of the President of the Management Board shall be decisive.
2. Resolutions of the Management Board may be adopted at the meeting or outside the meeting. Resolutions of the Management Board may be adopted outside the meeting in writing or by means of direct remote communication (by telephone or other means guaranteeing that all members of the Management Board can communicate with each other).
3. The Management Board shall adopt resolutions outside the meeting in writing so that each voting member of the Management Board signs separate identical copies of the Management Board resolution or so that all voting members of the Management Board

sign one copy of the Management Board resolution. A resolution is valid when signed by an absolute majority of the Management Board members. Any member of the Management Board participating in the voting may cast a vote by affixing an qualified electronic signature to the resolution.

§ 6 MINUTES

1. Management Board resolutions shall be minuted. The minutes of the adoption of a resolution should include the agenda, the names of the Management Board members participating in the vote and the number of votes cast for each resolution. The minutes shall also indicate a dissenting opinion submitted by a board member, along with its motivation, if any. The minutes of the adoption of a resolution shall be signed by at least the Management Board member conducting the meeting or managing the vote. In the case of minutes of the adoption of resolutions by written procedure, the minutes shall be signed in accordance with §5 (3).
2. Minutes of the proceedings of the Management Board meeting shall be taken and signed by the participants of the meeting. The minutes of the meeting shall include the agenda, names and surnames of the participants in the meeting, a summary of the proceedings of the meeting, information on adopted and unadopted resolutions of the Board and dissenting opinions. The minutes shall be prepared after the meeting without undue delay and distributed to all Management Board members. The minutes of the Management Board meeting shall be signed by all members of the Management Board present, no later than at the next Management Board meeting.
3. The minutes of the adopted resolutions of the Management Board and the minutes of the proceedings of the Management Board meeting shall be kept in the minute book of the Management Board.

§ 7 CONFLICT OF INTEREST

1. Management Board members shall inform the Supervisory Board of any conflict of interest in connection with their function or the possibility of its occurrence.
2. A member of the Management Board may not, without the consent of the Supervisory Board:
 - a) perform functions in the bodies of entities outside the Company's capital group,
 - b) engage in competitive interests,
 - c) participate in a competitive company as a partner in a civil partnership, partnership or as a member of a body of a capital company,
 - d) participate in another competitive legal entity as a member of a body,
 - e) hold in a competitive capital company 10% or more of shares or the right to appoint at least one member of the management board.

§ 8 FINAL PROVISIONS

1. These Regulations are internal regulations of the Company, the content of which shall not violate the provisions of the Commercial Companies Code and Statutes of the Company. These Regulations shall be interpreted in accordance with and in compliance with the provisions of the Commercial Companies Code and the Company's Statutes.
2. The invalidity or ineffectiveness of a provision of these Regulations shall not cause the invalidity or ineffectiveness of the remaining provisions of the Regulations.

3. Amendments to these Regulations shall require the adoption of a resolution by the Management Board and approval by the Supervisory Board.
4. These Regulations shall become effective upon approval by the Supervisory Board.