

Current report No. 23/2015

Subject: Decision concerning the intent to perform a merger between CD PROJEKT S.A. and its subsidiary – Brand Projekt sp. z o.o.

Legal basis: Art. 56 item 1 of the Offerings Act – current and periodic information

The Management Board of CD PROJEKT S.A. (further referred to as “CD PROJEKT”) hereby announces that a merger plan between CD PROJEKT (further referred to as the Acquirer) and its Brand Projekt sp. z o.o. subsidiary, headquartered in Warsaw (further referred to as Acquiree) was adopted and signed on 21 October 2015. The plan is appended to this report.

The merger is carried out in the framework of the optimization of CD PROJEKT Capital Group activities. In the opinion of the CD PROJEKT Management Board reducing the number of corporate entities belonging to the CD PROJEKT Capital Group will streamline management procedures and optimize the Group’s operating costs.

The planned merger will be carried out in compliance with art. 492 § 1 item 1, art. 515 § 1 and art. 516 § 6 of the Commercial Company Code, i.e. by transferring the entirety of the Acquiree’s assets and liabilities to the Acquirer (merger by takeover) without increasing the share capital of the Acquirer and without converting Acquiree shares into Acquirer shares.

The Acquirer holds 100% of the Acquiree’s share capital.

The Acquiree forms a tax capital group with CD PROJEKT S.A.

Pursuant to art. 516 § 6 of the Commercial Company Code there is no obligation to submit statements by the management boards of companies undergoing the merger (as stipulated by art. 501 of the Commercial Company Code) or subject the merger plan to a formal audit (as stipulated by art. 503 § 1 of the Commercial Company Code).

Appendices:

1. Merger plan with appendices

Disclaimer:

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