

Draft resolutions of the Extraordinary General Meeting of CD PROJEKT S.A. to be held on 4 December 2015 at 10:00

Resolution No. 1
dated 4 December 2015
of the Extraordinary General Meeting of Shareholders (“General Meeting”)
of the company CD Projekt Spółka Akcyjna with its registered office in Warsaw
concerning the election of the General Meeting Chairman

Pursuant to Art. 409 § 1 and Art. 420 § 2 of the Commercial Companies Code, the General Meeting of Shareholders of the Company hereby nominates Mr./Ms. [...] as General Meeting Chairman, with the election having taken place in a secret ballot.

Resolution No. 2
dated 4 December 2015
of the Extraordinary General Meeting of Shareholders (“General Meeting”)
of the company CD Projekt Spółka Akcyjna with its registered office in Warsaw
concerning approval of the General Meeting agenda

The General Meeting of Shareholders hereby approves the agenda of the General Meeting of Shareholders published on the Company website on 30 October 2015 and in Current Report 26/2015 of 30 October 2015, to wit:

- 1) Opening of the Extraordinary General Meeting.
- 2) Election of General Meeting Chairman.
- 3) Determining that the Extraordinary General Meeting has been validly convened and is empowered to undertake binding decisions.
- 4) Approval of General Meeting agenda.
- 5) Resolution concerning a merger with Brand Projekt sp. z o.o.
- 6) Resolution concerning amendments to the Company’s Articles of Association and authorisation of the Supervisory Board to determine the consolidated text of the amended Articles of Association.
- 7) Any other business.
- 8) Closing of the meeting.

Resolution No. 3
dated 4 December 2015
of the Extraordinary General Meeting of Shareholders (“General Meeting”)
of the company CD Projekt Spółka Akcyjna with its registered office in Warsaw
concerning a merger with Brand Projekt sp. z o.o.

Pursuant to Art. 506 of the Commercial Companies Code (“CCC”), having heard oral explanations of the Management Board concerning the key elements of the Merger Plan:

Merger

1. The General Meeting of the Acquiring Company hereby resolves to approve the

merger of the Acquiring Company and the Acquired Company: Brand Projekt sp. z o.o. with its registered office in Warsaw according to Art. 492 § 1 point 1 of the CCC, Art. 515 § 1 of the CCC and Art. 516 § 6 of the CCC, i.e., through a transfer of all assets of the Acquired Company to the Acquiring Company without raising the share capital of the Acquiring Company and without exchanging the shares of the Acquired Company into shares of the Acquiring Company.

2. Pursuant to Art. 506 § 4 of the CCC, the General Meeting of the Acquiring Company hereby approves the Plan of the Merger with the Acquired Company published in the Court and Commercial Monitor (*Monitor Sądowy i Gospodarczy*) No. 208 of 26 October 2015, item 16261, attached in Annex 1 hereto.
3. The Articles of Association of the Acquiring Company shall not be amended in connection with the merger.

Resolution No. 4
dated 4 December 2015
of the Extraordinary General Meeting of Shareholders (“General Meeting”)
of the company CD Projekt Spółka Akcyjna with its registered office in Warsaw
concerning amendments to the Company’s Articles of Association and authorisation of
the Supervisory Board to determine the consolidated text of the amended Articles of
Association

§1

Pursuant to Art. 430 of the Commercial Companies Code, the General Meeting of Shareholders of the Company hereby resolves to amend the Company’s Articles of Association as follows:

1. § 14 of the Company’s Articles of Association shall be repealed in its entirety.
2. § 12.1 of the Company’s Articles of Association shall be replaced by the following:
“1. Members of the Management Board, including the President of the Management Board, shall be appointed and dismissed by the Supervisory Board. Members of the Management Board shall be appointed for a joint term of office lasting four years.”
3. § 18.1 of the Company’s Articles of Association shall be replaced by the following:
“Members of the Supervisory Board shall be appointed and dismissed by the General Meeting of Shareholders. The Supervisory Board shall elect the Chairman and the Deputy Chairman from among its members. Members of the Supervisory Board shall be appointed for a joint term of office lasting four years.”
4. § 19.3(a) and (b) of the Company’s Articles of Association shall be repealed.

§2

The Supervisory Board shall be authorised to determine the consolidated amended text of the Articles of Association in a wording incorporating the amendments approved in § 1 above.

§3

This Resolution shall enter into force on the date of adoption, however, the legal effect of the amendment of the Articles of Association shall occur upon the issuance by the Registration Court of a decision concerning the entry of the amendments of the Articles of Association into the company register of the National Court Register.

Furthermore, the Company's Management Board presents the draft amendments of the Company's Articles of Association:

1. § 14 of the Company's Articles of Association in the following wording:

“The following actions of the Management Board shall require the approval of the Supervisory Board granted in a resolution:

- 1) encumbering ownership or perpetual usufruct of a property or an interest in a property;
- 2) assuming obligations in an amount greater than 5% of the share capital of the Company as at the date of the Management Board's resolution other than obligations related to the sale of the Company's products and services;
- 3) acquiring, taking up, selling or encumbering shares or interests, or making other equity investments whose value in 12 consecutive months exceeds 5% of the share capital;
- 4) buying or selling property whose value at each time exceeds 5% of the Company's share capital.”

shall be repealed.

2. § 12.1 of the Company's Articles of Association in the following wording:

“Members of the Management Board, including the President of the Management Board, shall be appointed and dismissed by the Supervisory Board. Members of the Management Board shall be appointed for a joint term of office lasting two years.”

shall be replaced by the following:

“Members of the Management Board, including the President of the Management Board, shall be appointed and dismissed by the Supervisory Board. Members of the Management Board shall be appointed for a joint term of office lasting four years.”

3. § 18.1 of the Company's Articles of Association in the following wording:
"Members of the Supervisory Board shall be appointed and dismissed by the General Meeting of Shareholders. The Supervisory Board shall elect the Chairman and the Deputy Chairman from among its members. Members of the Supervisory Board shall be appointed for a joint term of office lasting two years."

shall be replaced by the following:

"Members of the Supervisory Board shall be appointed and dismissed by the General Meeting of Shareholders. The Supervisory Board shall elect the Chairman and the Deputy Chairman from among its members. Members of the Supervisory Board shall be appointed for a joint term of office lasting four years."

4. § 19.3(a) and (b) of the Company's Articles of Association in the following wording:
"3. Resolutions of the Supervisory Board shall pass by a majority of 4/5 of all votes cast in the following matters:
a) approving the Company's encumbrance of a property, perpetual usufruct of a property, an interest in a property or an interest in perpetual usufruct of a property;
b) legal transactions of the Company whereby the Company assumes an obligation or disposes of a right in an amount exceeding 5% of the Company's share capital;"
shall be repealed.

Disclaimer: This English language translation has been prepared solely for the convenience of English speaking readers. Despite all the efforts devoted to this translation, certain discrepancies, omissions or approximations may exist. In case of any differences between the Polish and the English versions, the Polish version shall prevail. CD PROJEKT, its representatives and employees decline all responsibility in this regard.