
MERGER PLAN

involving

CD PROJEKT S.A.

and

Brand Projekt sp. z o.o.

MERGER PLAN WITH APPENDICES

1 INTRODUCTION

This merger plan (hereafter referred to as “**the Merger Plan**”) has been prepared in accordance with art. 498 and art. 499 of the Commercial Company Code Act of 15 September 2000 (Journal of Laws of the Republic of Poland, 2000, issue 94, item 1037 with subsequent changes) (hereafter referred to as “**CCC**”) and applies to:

- (1) CD PROJEKT Spółka Akcyjna with a registered office in Warsaw,
and
- (2) Brand Projekt spółka z ograniczoną odpowiedzialnością with a registered office in Warsaw.

The above-mentioned companies will hereafter be jointly referred to as “**the Companies**”, with each company separately referred to as “**the Company**”.

2 TYPE, NAME AND REGISTERED OFFICE OF MERGING COMPANIES

2.1 Acquirer

CD PROJEKT Spółka Akcyjna with a registered office in Warsaw, Jagiellońska 74, 03-301, entered in the Register of Entrepreneurs by the District Court for the City of Warsaw, 13th Commercial Department of the National Court Registry; National Court Register (KRS) number: 0000006865; share capital: 94,950,000 PLN paid in full; tax identification number (NIP): 7342867148, statistical identification number (REGON): 492707333 (hereafter referred to as “**the Acquirer**”).

2.2 Acquiree

Brand Projekt spółka z ograniczoną odpowiedzialnością with a registered office in Warsaw, Jagiellońska 74, 03-301, entered in the Register of Entrepreneurs by the District Court for the City of Warsaw, 13th Commercial Department of the National Court Registry; National Court Register (KRS) number: 0000470676; share capital: 5,000 PLN paid in full; tax identification number (NIP): 1132867877, statistical identification number (REGON): 146791758 (hereafter referred to as “**the Acquiree**”).

3 TYPE OF MERGER

3.1 Legal basis for the merger

The merger (hereafter referred to as “**the Merger**”) will be carried out in compliance with art. 492 § 1 item 1, art. 515 § 1 and art. 516 § 6 of CCC, i.e. by transferring the entirety of the Acquiree’s assets and liabilities to the Acquirer without increasing the share capital of the Acquirer and without converting Acquiree shares into Acquirer shares.

Under art. 515 § 1 of the CCC the Merger will be carried out without increasing the share capital of the Acquirer. As permitted by art. 516 § 6 of the CCC this Merger Plan omits information specified in art. 499 § 1 items 2-4 of the CCC.

As a result of the Merger the Acquiree will cease to exist without being subjected to liquidation proceedings.

3.2 Resolution of the Extraordinary General Meeting of Shareholders of the Acquirer and of the Extraordinary General Meeting of Shareholders of the Acquiree

Pursuant to art. 506 § 1 of the CCC the Merger is carried out on the basis of a resolution of an Extraordinary General Meeting of Shareholders of the Acquirer and the corresponding resolution of the Extraordinary General Meeting of Shareholders of the Acquiree concerning approval of the Merger Plan.

The above-mentioned resolutions are attached to this Merger Plan as appendices no. 1a and 1b respectively.

Since the Merger does not involve changes in the Acquirer’s statute, the above-mentioned resolutions do not concern approval for changes in the Acquirer’s statute under art. 506 § 4 of the CCC.

Statements by the Management Boards of the Companies concerning retention of the existing statute of the Acquirer are attached to this Merger Plan as appendices no. 2a and 2b respectively.

4 RIGHTS CONFERRED BY THE ACQUIRER UPON THE PARTNERS AND PERSONS WITH PARTICULAR RIGHTS IN THE ACQUIREE

In the context of the Merger no special rights are conferred by the Acquirer upon the partners or other persons with particular rights in the Acquiree.

5 SPECIAL RIGHTS CONFERRED UPON THE MEMBERS OF MANAGEMENT ORGANS OF THE MERGING COMPANIES AND OTHER PERSONS PARTICIPATING IN THE MERGER

In the context of the Merger no special rights are conferred upon the members of management organs of the Companies and other persons participating in the Merger.

6 APPROVAL OF THE MERGER PLAN

Pursuant to art. 498 of the CCC the Merger Plan was approved by the Management Boards of the Companies on 20 October 2015 and subsequently signed by the Companies on 20 October 2015.

MERGER PLAN – APPENDICES

Pursuant to art. 499 § 2 of the CCC the following documents are annexed to this Merger Plan:

- (i) **Appendices No. 1a and 1b:** draft resolutions of the Extraordinary General Meeting of Shareholders of the Acquirer and the Extraordinary General Meeting of Shareholders of the Acquiree concerning the Merger.
- (ii) **Appendices No. 2a and 2b:** statements by the Management Boards of the Companies concerning retention of the current statute of the Acquirer.
- (iii) **Appendix No. 3:** assessment of the Acquiree's assets and liabilities as of 30 September 2015.
- (iv) **Appendices No. 4a and 4b:** statements concerning the accounting situation of the Companies as of 30 September 2015.

Warsaw, 20 October 2015

for CD PROJEKT S.A.

for BRAND PROJEKT SP. Z O.O.

Adam Kiciński

Piotr Nielubowicz

Marcin Iwiński

Piotr Nielubowicz

Adam Badowski

Michał Nowakowski

Merger Plan – Appendix No. 1a

Draft resolution of the Extraordinary General Meeting of Shareholders of the Acquirer concerning the Merger

Caution: Key aspects of the Merger Plan must be presented to shareholders of the Acquirer by way of an oral statement immediately prior to the adoption of this resolution.

RESOLUTION NO. [●]

of the Extraordinary General Meeting of Shareholders of CD PROJEKT S.A. (hereafter referred to as the Acquirer)

of [●]

concerning the merger with Brand Projekt sp. z o.o. (hereafter referred to as the Acquiree)

Acting in compliance with art. 506 of the Commercial Company Code (hereafter referred to as CCC) and having been orally notified by the Management Board of the key aspects of the Merger Plan:

§ 1

The Merger

- 1.** The Extraordinary General Meeting of Shareholders of the Acquirer hereby approves the merger between the Acquirer and the Acquiree – Brand Projekt sp. z o.o. with a registered office in Warsaw, carried out under art. 492 § 1 item 1 of the CCC, art. 515 § 1 of the CCC and art. 516 § 6 of the CCC by transferring the entirety of the Acquiree's assets and liabilities to the Acquirer without increasing the Acquirer's share capital and without converting Acquiree shares into Acquirer shares.
- 2.** Pursuant to art. 506 § 4 of the CCC the Extraordinary General Meeting of Shareholders of the Acquirer approves the Plan of the Merger with the Acquiree as published in the Court and Commercial Gazette (*Monitor Sądowy i Gospodarczy*), issue [●] of [●] 2011 item [●] and annexed to this resolution as Appendix No. 1.
- 3.** The Merger does not involve changes in the Acquirer's statute.

§ 2

This resolution enters into force on the date of its adoption.

Merger Plan – Appendix No. 1b

Draft resolution of the Extraordinary General Meeting of Shareholders of the Acquiree concerning the Merger

Caution: Key aspects of the Merger Plan must be presented to shareholders of the Acquiree by way of an oral statement immediately prior to the adoption of this resolution.

RESOLUTION NO. [●]

of the Extraordinary General Meeting of Shareholders of Brand Projekt sp. z o.o. (hereafter referred to as the Acquiree)

of [●]

concerning the merger with CD PROJEKT S.A. (hereafter referred to as the Acquirer)

Acting in compliance with art. 506 of the Commercial Company Code (hereafter referred to as CCC) and having been orally notified by the Management Board of the key aspects of the Merger Plan:

§ 1

The Merger

4. The Extraordinary General Meeting of Shareholders of the Acquiree hereby approves the merger between the Acquiree and the Acquirer – CD PROJEKT S.A. with a registered office in Warsaw, carried out under art. 492 § 1 item 1 of the CCC, art. 515 § 1 of the CCC and art. 516 § 6 of the CCC by transferring the entirety of the Acquiree's assets and liabilities to the Acquirer without increasing the Acquirer's share capital and without converting Acquiree shares into Acquirer shares.
5. Pursuant to art. 506 § 4 of the CCC the Extraordinary General Meeting of Shareholders of the Acquiree approves the Plan of the Merger with the Acquirer as published in the Court and Commercial Gazette (*Monitor Sądowy i Gospodarczy*), issue [●] of [●] 2011 item [●] and annexed to this resolution as Appendix No. 1.
6. The Merger does not involve changes in the Acquirer's statute.

§ 2

This resolution enters into force on the date of its adoption.

Merger Plan – Appendix No. 2a

Statement by the Management Board of the Acquirer concerning retention of the Acquirer's existing statute

The Management Board of CD PROJEKT S.A. with a registered office in Warsaw (the Acquirer) hereby declares that it holds the entirety of shares of Brand Projekt sp. z o.o. with a registered office in Warsaw (the Acquiree) and that, consequently, the merger is carried out under art. 516 § 6 of the Commercial Company Code without introducing changes in the Acquirer's statute.

for CD PROJEKT S.A.

Adam Kiciński

Marcin Iwiński

Piotr Nielubowicz

Adam Badowski

Michał Nowakowski

Merger Plan – Appendix No. 2b

Statement by the Management Board of the Acquiree concerning retention of the Acquirer's existing statute

The Management Board of Brand Projekt sp. z o.o. with a registered office in Warsaw (the Acquiree) hereby declares that CD PROJEKT S.A. with a registered office in Warsaw (the Acquirer) holds the entirety of the Acquiree's shares and that, consequently, the merger is carried out under art. 516 § 6 of the Commercial Company Code without introducing changes in the Acquirer's statute.

for BRAND PROJEKT SP. Z O.O.

Piotr Nielubowicz

Merger Plan – Appendix No. 3

Assessment of the Acquiree's assets and liabilities as of 30 September 2015

In order to estimate the value of Brand Projekt sp z o.o.'s assets and liabilities, as required under art. 499 § 2 item 3 of the Commercial Company Code, an assessment has been performed on the basis of data disclosed in the Company financial statement of 30 September 2015 and outlined in Appendix No. 4 which concerns the Company's accounting status.

The presented estimate bases on the assumption that the value of the Company is equal to the net value of its assets calculated using the balance sheet method, i.e. the difference between the Company's total assets and its total liabilities, including provisions for liabilities.

The value of Brand Projekt sp. z o.o. as of 30 September 2015 is as follows:

| Item | Value as of 30 Sep 2015 |
|--|-------------------------|
| | in PLN |
| ASSETS | |
| Fixed assets | 1 900 000.00 |
| Tangible fixed assets | |
| Intangible assets | |
| Goodwill | |
| Investment properties | |
| Investments in affiliates | 1 900 000.00 |
| Shares in affiliates not subjected to consolidation | |
| Saleable financial assets | |
| Other financial assets | |
| Deferred income tax assets | |
| Other fixed assets | |
| Working assets | 90 023.97 |
| Inventories | |
| Trade receivables | 86 100.00 |
| Current income tax receivables | |
| Other receivables | 3 735.00 |
| Saleable financial assets | |
| Financial assets held at fair value through financial result | |
| Other financial assets | |
| Prepaid expenses | |
| Cash and cash equivalents | 188.97 |
| Assets held for sale | |
| TOTAL ASSETS | 1 990 023.97 |

| | |
|--|---------------------|
| Long-term liabilities and provisions | 0.00 |
| Credits and loans | |
| Other financial liabilities | |
| Other long-term liabilities | |
| Deferred income tax liabilities | |
| Deferred revenues | |
| Provisions for employee benefits and similar liabilities | |
| Other provisions | |
| Short-term liabilities and provisions | 1 984 846.97 |

| | |
|--|---------------------|
| Credits and loans | |
| Other financial liabilities | |
| Trade liabilities | 1 940.22 |
| Current income tax liabilities | |
| Other liabilities | 1 982 906.75 |
| Deferred revenues | |
| Provisions for employee benefits and similar liabilities | |
| Other provisions | |
| Liabilities directly associated with assets held for sale | |
| TOTAL LIABILITIES AND PROVISIONS FOR LIABILITIES | 1 984 846.97 |
| TOTAL NET ASSETS | 5 177.00 |

The Management Board of the Company hereby declares that, as of 30 September 2015, the Company's value represented by the balance of its assets and liabilities is 5,177.00 PLN (five thousand one hundred seventy seven PLN 00/100).

for BRAND PROJEKT SP. Z O.O.

Piotr Nielubowicz

Merger Plan – Appendix No. 4a

Statement concerning the Acquirer's accounting status as of 30 September 2015

Due to the fact that the Acquirer is a publicly traded company and publishes semiannual financial statements as mandated by art. 499 § 1 of the CCC, this Merger Plan does not include a separate statement concerning the Acquirer's accounting status.

for CD PROJEKT S.A.

Adam Kiciński

Marcin Iwiński

Piotr Nielubowicz

Adam Badowski

Michał Nowakowski

Merger Plan – Appendix No. 4b

Statement concerning the Acquiree’s accounting status as of 30 September 2015

The Management Board of Brand Projekt sp. z o.o. with a registered office in Warsaw hereby declares that as of 30 September 2015 the Company’s accounting status is as follows:

Assets and liabilities of Brand Projekt sp. z o.o. with a registered office in Warsaw as of 30 September 2015 (in PLN):

| Item | Value as of 30 Sep 2015 |
|---|-------------------------|
| | PLN |
| ASSETS | |
| Fixed assets | 1 900 000.00 |
| Tangible fixed assets | |
| Intangible assets | |
| Goodwill | |
| Investment properties | |
| Investments in affiliates | 1 900 000.00 |
| Shares in affiliates not subjected to consolidation | |
| Saleable financial assets | |
| Other financial assets | |
| Deferred income tax assets | |
| Other fixed assets | |
| Working assets | 90 023.97 |
| Inventories | |
| Trade receivables | 86 100.00 |
| Current income tax receivables | |
| Other receivables | 3 735.00 |
| Saleable financial assets | |
| Financial assets held at fair value through financial result | |
| Other financial assets | |
| Prepaid expenses | |
| Cash and cash equivalents | 188.97 |
| Assets held for sale | |
| TOTAL ASSETS | 1 990 023.97 |
| LIABILITIES | |
| Equity | 5 177.00 |
| Equity attributable to shareholders of the parent entity | 5 177.00 |
| Share capital | 5 000.00 |
| Share capital from sales of shares above nominal value | |
| Own shares | |
| Other capital contributions | |
| Exchange rate differences | |
| Retained earnings | -15 188.37 |
| Financial result for the current period | 15 365.37 |
| Noncontrolling interest equity | |
| Long-term liabilities | 0.00 |

| | |
|--|---------------------|
| Credits and loans | |
| Other financial liabilities | |
| Other long-term liabilities | |
| Deferred income tax liabilities | |
| Deferred revenues | |
| Provisions for employee benefits and similar liabilities | |
| Other provisions | |
| Short-term liabilities | 1 984 846.97 |
| Credits and loans | |
| Other financial liabilities | |
| Trade liabilities | 1 940.22 |
| Current income tax liabilities | |
| Other liabilities | 1 982 906.75 |
| Deferred revenues | |
| Provisions for employee benefits and similar liabilities | |
| Other provisions | |
| Liabilities directly associated with assets held for sale | |
| TOTAL LIABILITIES | 1 990 023.97 |

for BRAND PROJEKT SP. Z O.O.

Piotr Nielubowicz

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.