

## **ARTICLES OF ASSOCIATION – consolidated text**

### **I. GENERAL PROVISIONS**

#### **§ 1.**

The Company conducts operations under the name CD PROJEKT Spółka Akcyjna and may also use the name CD PROJEKT S.A.

#### **§ 2.**

The Company's registered office is located in Warsaw.

#### **§ 3.**

The Company conducts operations throughout the Republic of Poland and beyond its borders.

#### **§ 4.**

In the area of its operations the Company may establish branches, affiliated units, institutions, offices and other organizational units, and it may also become part of other companies.

#### **§ 5.**

1. The Company engages in the following activities:

- PKD 01.29.Z – Growing of other perennial crops
- PKD 01.61.Z – Support activities for crop production
- PKD 01.62.Z – Support activities for farm animal production
- PKD 01.63.Z – Post-harvest crop activities
- PKD 01.64.Z – Seed processing for propagation
- PKD 01.70.Z – Hunting and acquiring of hunting animals, including service activity
- PKD 02.10.Z – Silviculture and other forestry activities, excluding gathering of forestry products
- PKD 02.20.Z – Logging
- PKD 02.30.Z – Gathering of wild growing forestry products, excluding wood
- PKD 02.40.Z – Service activity related to forestry
- PKD 10.39.Z – Other processing and preserving of fruit and vegetables
- PKD 10.91.Z – Manufacture of prepared feeds for farm animals
- PKD 10.92.Z – Manufacture of prepared pet foods
- PKD 16.10.Z – Sawmilling and planing of wood
- PKD 17.23.Z – Manufacture of paper stationery
- PKD 18.11.Z – Printing of newspapers
- PKD 18.12.Z – Other printing
- PKD 18.13.Z – Pre-press and pre-media services
- PKD 18.14.Z – Binding and related services
- PKD 18.20.Z – Reproduction of recorded media
- PKD 20.16.Z – Manufacture of plastics in primary forms
- PKD 20.17.Z – Manufacture of synthetic rubber in primary forms
- PKD 20.41.Z – Manufacture of soap and detergents, cleaning and polishing preparations
- PKD 20.59.Z – Manufacture of other chemical products not elsewhere classified
- PKD 20.60.Z – Manufacture of man-made fibers
- PKD 22.19.Z – Manufacture of other rubber products
- PKD 22.21.Z – Manufacture of plastic plates, sheets, tubes and profiles
- PKD 22.22.Z – Manufacture of plastic packing goods
- PKD 22.23.Z – Manufacture of builders' ware of plastic

PKD 22.29.Z – Manufacture of other plastic products  
PKD 23.11.Z – Manufacture of flat glass  
PKD 23.12.Z – Shaping and processing of flat glass  
PKD 23.14.Z – Manufacture of glass fibers  
PKD 23.19.Z – Manufacture and processing of other glass, including technical glassware  
PKD 23.20.Z – Manufacture of refractory products  
PKD 23.31.Z – Manufacture of ceramic tiles and flags  
PKD 23.32.Z – Manufacture of bricks, tiles and construction products, in baked clay  
PKD 23.43.Z – Manufacture of ceramic insulators and hollow insulators  
PKD 23.44.Z – Manufacture of other technical ceramic products  
PKD 23.51.Z – Manufacture of cement  
PKD 23.52.Z – Manufacture of lime and plaster  
PKD 23.61.Z – Manufacture of concrete products for construction purposes  
PKD 23.62.Z – Manufacture of plaster products for construction purposes  
PKD 23.63.Z – Manufacture of ready-mixed concrete  
PKD 23.64.Z – Manufacture of mortars  
PKD 23.69.Z – Manufacture of other articles of concrete, plaster and cement  
PKD 23.70.Z – Cutting, shaping and finishing of stone  
PKD 24.33.Z – Manufacture of cold forming products  
PKD 25.11.Z – Manufacture of metal structures and parts of structures  
PKD 25.73.Z – Manufacture of tools  
PKD 25.93.Z – Manufacture of wire products, chains and springs  
PKD 25.99.Z – Manufacture of other fabricated metal products not elsewhere classified  
PKD 26.11.Z – Manufacture of electronic components  
PKD 26.12.Z – Manufacture of electronic printed circuits  
PKD 26.20.Z – Manufacture of computers and peripheral equipment  
PKD 26.30.Z – Manufacture of (tele)communication equipment  
PKD 26.40.Z – Manufacture of consumer electronics  
PKD 26.51.Z – Manufacture of instruments and appliances for measuring, testing and navigation  
PKD 26.52.Z – Manufacture of watches and clocks  
PKD 26.70.Z – Manufacture of optical instruments and photographic equipment  
PKD 26.80.Z – Manufacture of unrecorded magnetic and optical media  
PKD 27.11.Z – Manufacture of electric motors, generators and transformers  
PKD 27.12.Z – Manufacture of electricity distribution and control apparatus  
PKD 27.20.Z – Manufacture of batteries and accumulators  
PKD 27.31.Z – Manufacture of fiber optic cables  
PKD 27.32.Z – Manufacture of other electronic and electric wires and cables  
PKD 27.33.Z – Manufacture of installing equipment  
PKD 27.40.Z – Manufacture of electric lighting equipment  
PKD 27.51.Z – Manufacture of electric domestic appliances  
PKD 27.90.Z – Manufacture of other electrical equipment  
PKD 28.11.Z – Manufacture of engines and turbines, except aircraft, vehicle and cycle engines  
PKD 28.21.Z – Manufacture of ovens, furnaces and furnace burners  
PKD 28.22.Z – Manufacture of lifting equipment and gripping devices  
PKD 28.23.Z – Manufacture of office machinery and equipment, except computers and peripheral equipment  
PKD 28.25.Z – Manufacture of industrial cooling and ventilation equipment  
PKD 28.29.Z – Manufacture of other general-purpose machinery not elsewhere classified  
PKD 28.41.Z – Manufacture of metal forming machinery  
PKD 28.92.Z – Manufacture of machinery for mining, quarrying and construction  
PKD 28.94.Z – Manufacture of machinery for textile, apparel and leather production  
PKD 28.96.Z – Manufacture of machinery for working rubber or plastics and for manufacture of the articles from these materials

PKD 28.99.Z – Manufacture of other special-purpose machinery not elsewhere classified  
PKD 29.20.Z – Manufacture of bodies (coachwork) for motor vehicles; manufacture of trailers and semi-trailers  
PKD 29.31.Z – Manufacture of electrical and electronic equipment for motor vehicles  
PKD 29.32.Z – Manufacture of other parts and accessories for motor vehicles excluding motorcycles  
PKD 30.20.Z – Manufacture of railway locomotives and rolling stock  
PKD 30.99.Z – Manufacture of other transport equipment not elsewhere classified  
PKD 31.01.Z - Produkcja mebli biurowych i sklepowych  
PKD 32.12.Z – Manufacture of jewelry and related articles  
PKD 32.13.Z – Manufacture of imitation jewelry and related articles  
PKD 32.40.Z – Manufacture of games and toys  
PKD 32.50.Z – Manufacture of medical and dental instruments and supplies  
PKD 32.99.Z – Other manufacturing not elsewhere classified  
PKD 33.11.Z – Repair and maintenance of fabricated metal products  
PKD 33.12.Z – Repair and maintenance of machinery  
PKD 33.13.Z – Repair and maintenance of electronic and optical equipment  
PKD 33.14.Z – Repair and maintenance of electrical equipment  
PKD 33.17.Z – Repair and maintenance of other transport equipment  
PKD 33.19.Z – Repair and maintenance of other equipment  
PKD 33.20.Z – Installation of industrial machinery and equipment and outfit  
PKD 37.00.Z – Sewage disposal and treatment  
PKD 38.11.Z – Collection of non-hazardous waste  
PKD 38.12.Z – Collection of hazardous waste  
PKD 38.21.Z – Treatment and disposal of non-hazardous waste  
PKD 38.22.Z – Hazardous waste processing and neutralizing  
PKD 39.00.Z – Remediation activities and other waste management services  
PKD 41.10.Z – Realization of building projects related to erection of buildings  
PKD 41.20.Z – Building works related to erection of residential and non-residential buildings  
PKD 42.11.Z – Works related to construction of roads and motorways  
PKD 42.12.Z – Works related to construction of railways and underground railways  
PKD 42.13.Z – Works related to construction of bridges and tunnels  
PKD 42.21.Z – Works related to construction of transmission pipelines and distribution networks  
PKD 42.22.Z – Works related to construction of telecommunications and electricity lines  
PKD 42.91.Z – Works related to construction of water projects  
PKD 42.99.Z – Works related to construction of other civil engineering projects not elsewhere classified  
PKD 43.11.Z – Demolition  
PKD 43.12.Z – Site preparation  
PKD 43.13.Z – Test drilling and boring  
PKD 43.21.Z – Electrical installation  
PKD 43.22.Z – Plumbing, heat and air-conditioning installation  
PKD 43.29.Z – Other construction installation  
PKD 43.31.Z – Plastering  
PKD 43.32.Z – Joinery installation  
PKD 43.34.Z – Painting and glazing  
PKD 43.39.Z – Other building completion and finishing  
PKD 43.91.Z – Roofing activities  
PKD 43.99.Z – Other specialized construction activities not elsewhere classified  
PKD 46.12.Z – Agents involved in the sale of fuels, ores, metals and industrial chemicals  
PKD 46.13.Z – Agents involved in the sale of timber and building materials  
PKD 46.14.Z – Agents involved in the sale of machinery, industrial equipment, ships and aircraft

PKD 46.15.Z – Agents involved in the sale of furniture, household goods, hardware and ironmongery

PKD 46.19.Z – Agents involved in the sale of a variety of goods

PKD 46.43.Z – Wholesale of electrical household appliances

PKD 46.44.Z – Wholesale of china, ceramics and glassware and cleaning materials

PKD 46.47.Z – Wholesale of furniture, carpets and lighting equipment

PKD 46.49.Z – Wholesale of other household goods

PKD 46.51.Z – Wholesale of computers, peripheral equipment and software

PKD 46.52.Z – Wholesale of electronic and telecommunications equipment and parts thereof

PKD 46.61.Z – Wholesale of agricultural machinery, equipment and supplies

PKD 46.63.Z – Wholesale of mining, construction and civil engineering machinery

PKD 46.64.Z – Wholesale of machinery for the textile industry and of sewing and knitting machines

PKD 46.65.Z – Wholesale of office furniture

PKD 46.66.Z – Wholesale of other office machinery and equipment

PKD 46.69.Z – Wholesale of other machinery and equipment

PKD 46.73.Z – Wholesale of wood, construction materials and sanitary equipment

PKD 46.90.Z – Non-specialized wholesale trade

PKD 47.19.Z – Other retail sale in non-specialized stores

PKD 47.41.Z – Retail sale of computers, peripheral units and software in specialized stores

PKD 47.42.Z – Retail sale of telecommunications equipment in specialized stores

PKD 47.43.Z – Retail sale of audio and video equipment in specialized stores

PKD 47.54.Z – Retail sale of electrical household appliances in specialized stores

PKD 47.59.Z – Retail sale of furniture, lighting equipment and other household articles in specialized stores

PKD 47.61.Z – Retail sale of books in specialized stores

PKD 47.62.Z – Retail sale of newspapers and stationery in specialized stores

PKD 47.63.Z – Retail sale of music and video recordings in specialized stores

PKD 47.65.Z – Retail sale of games and toys in specialized stores

PKD 47.78.Z – Other retail sale of new goods in specialized stores

PKD 47.79.Z – Retail sale of second-hand goods in specialized stores

PKD 47.91.Z – Retail sale via mail order houses or via the Internet

PKD 47.99.Z – Other retail sale not in stores, stalls or markets

PKD 49.41.Z – Freight transport by road

PKD 49.42.Z – Removal services

PKD 52.10.A – Warehousing and storage of fuel gases

PKD 52.10.B – Warehousing and storage of other goods

PKD 52.21.Z – Service activities incidental to land transportation

PKD 52.24.A – Cargo handling in sea ports

PKD 52.24.B – Cargo handling in inland ports

PKD 52.24.C – Cargo handling in other reloading points

PKD 53.20.Z – Other postal and courier activities

PKD 58.11.Z – Book publishing

PKD 58.12.Z – Publishing of directories and registers (e.g. street, phone directory)

PKD 58.13.Z – Publishing of newspapers

PKD 58.14.Z – Publishing of journals and periodicals

PKD 58.19.Z – Other publishing activities

PKD 58.21.Z – Publishing of computer games

PKD 58.29.Z – Other software publishing

PKD 59.20.Z – Sound recording and music publishing activities

PKD 60.10.Z – Radio broadcasting

PKD 60.20.Z – Public and licensed television program broadcasting

PKD 61.10.Z – Wired telecommunications activities

PKD 61.20.Z – Wireless telecommunications activities, excluding satellite telecommunications activities

PKD 61.30.Z – Satellite telecommunications activities

PKD 61.90.Z – Other telecommunications activities

PKD 62.01.Z – Computer programming activities

PKD 62.02.Z – Computer consultancy activities

PKD 62.03.Z – Computer facilities management activities

PKD 62.09.Z – Other information technology and computer service activities

PKD 63.11.Z – Data processing, hosting and related activities

PKD 63.12.Z – Web portals

PKD 63.99.Z – Other information service activities not elsewhere classified

PKD 64.20.Z – Activities of holding companies

PKD 68.10.Z – Buying and selling of own real estate

PKD 68.20.Z – Rental and operating of own or leased real estate

PKD 68.31.Z – Real estate agencies

PKD 68.32.Z – Management of real estate on a fee or contract basis

PKD 69.20.Z – Accounting, bookkeeping and auditing activities; tax consultancy

PKD 70.10.Z – Activities of head office and holding companies, excluding financial holding companies

PKD 70.21.Z – Public relations and communication activities

PKD 70.22.Z – Business and other management consultancy activities

PKD 71.12.Z – Engineering activities and related technical consultancy

PKD 72.11.Z – Research and experimental development on biotechnology

PKD 72.19.Z – Other research and experimental development on natural sciences and engineering

PKD 73.11.Z – Advertising agencies activities

PKD 73.12.A – Intermediation in the sale of time and place on advertising aims in the radio and television

PKD 73.12.B – Intermediation in the sale of the place on advertising aims in printed media

PKD 73.12.C – Intermediation in the sale of the place on advertising aims in electronic media (Internet)

PKD 73.12.D – Intermediation in the sale of the place on advertising aims in other media

PKD 74.10.Z – Specialized design activities

PKD 74.90.Z – Other professional, scientific and technical activities not elsewhere classified

PKD 77.12.Z – Rental and leasing of other motor vehicle, excluding motorcycles

PKD 77.32.Z – Rental and leasing of construction machinery and equipment

PKD 77.33.Z – Rental and leasing of office machinery and equipment, including computers

PKD 77.39.Z – Rental and leasing of other machinery, equipment and tangible goods not elsewhere classified

PKD 77.40.Z – Leasing of intellectual property and similar products, except copyrighted works

PKD 80.20.Z – Security systems service activities

PKD 81.10.Z – Buildings service support activities

PKD 81.29.Z – Other cleaning activities

PKD 82.91.Z – Activities of collection agencies and credit bureaus

PKD 82.99.Z – Other business support service activities not elsewhere classified

PKD 85.60.Z – Educational support activities

PKD 95.12.Z – Repair and maintenance of (tele)communication equipment

PKD 94.99.Z – Activities of other membership organizations not elsewhere classified

PKD 95.11.Z – Repair and maintenance of computers and peripheral equipment

2. Should a resolution concerning a material change in the Company's business profile be adopted by a two-thirds majority in the presence of persons representing at least half of the Company's share capital, the corresponding change in the Company's business profile

becomes effective without redemption of shares held by shareholders who oppose the change.

#### **§ 6.**

1. The Company is entitled to issue bonds, including convertible bonds and bonds with priority rights.
2. Specific conditions governing issue of securities are determined by the Management Board and approved by the Supervisory Board.
3. Any issue of convertible bonds or bonds with priority rights requires General Meeting approval in the form of a resolution.

### **II. SHARE CAPITAL**

#### **§ 7.**

1. The Company's share capital shall amount to 94,950,000 (ninety-four million nine hundred and fifty thousand) PLN, divided into 94,950,000 shares with a nominal value of 1.00 (one) PLN per share, including:
  - 1) 500,000 (five hundred thousand) series A bearer shares,
  - 2) 2,000,000 (two million) series B bearer shares,
  - 3) 6,884,108 (six million eight hundred and eighty-four thousand one hundred and eight) series C bearer shares,
  - 4) 18,768,216 (eighteen million seven hundred and sixty-eight thousand two hundred and sixteen) series C1 bearer shares,
  - 5) 35,000,000 (thirty-five million) series D registered shares,
  - 6) 6,847,676 (six million eight hundred and forty-seven thousand six hundred and seventy-six) series E bearer shares,
  - 7) 3,500,000 (three million five hundred thousand) series F bearer shares,
  - 8) 887,200 (eight hundred and eighty-seven thousand two hundred) series G bearer shares,
  - 9) 3,450,000 (three million four hundred and fifty thousand) series H bearer shares,
  - 10) 7,112,800 (seven million one hundred and twelve thousand eight hundred) series I bearer shares,
  - 11) 5,000,000 (five million) series J ordinary shares,
  - 12) 5,000,000 (five million) series K ordinary shares.
2. The Company's share capital may be increased by increasing the nominal value of shares or by issuing new shares. Increases in share capital via transfer of funds from the supplementary capital to the share capital are allowed.
3. The Company may issue bearer shares or registered shares.
4. Bearer shares cannot be converted into registered shares.
5. Registered shares are converted into bearer shares at the time of their dematerialization, as regulated by the Act of 29 July 2005 on trade in financial instruments or by other legal acts addressing this issue.

#### **§ 8**

The Company's conditional share capital shall amount to not more than 1,900,000 (one million nine hundred thousand) PLN, divided into not more than 1,900,000 (one million nine hundred thousand) series L ordinary bearer shares with a nominal value of 1.00 (one) PLN per share. The aim of this conditional increase in the Company's share capital is to enable holders of Subscription Warrants issued under resolution No. 3 of the Extraordinary General Meeting of

Shareholders of 16 December 2011 to claim series L shares. The right to claim series L shares appertains to holders of series A Subscription Warrants issued by the Company. The deadline for exercising this right is 30 November 2016.

**§ 9.**

1. Shares may be redeemed with the shareholder's consent by being purchased by the Company.
2. Conditions regulating mandatory redemption of certain series of shares are specified elsewhere in the Articles of Association.

**III. GOVERNING BODIES OF THE COMPANY**

**§ 10.**

The Company is governed by the following bodies:

1. Management Board,
2. Supervisory Board,
3. General Meeting of Shareholders.

**§ 11.**

The Management Board shall consist of one or more persons, one of whom may be appointed President of the Management Board.

**§ 12.**

1. Management Board members, including the President of the Management Board, are appointed and dismissed by the Supervisory Board. Management Board members are appointed to a joint term which begins on the date of convocation of the General Meeting which approves the financial statement for the year 2016, and lasts 4 years.
2. The Management Board acts in compliance with the Management Board Rules of Conduct instituted by way of a Management Board resolution and approved by the Supervisory Board. Management Board resolutions require an absolute majority of votes. The President of the Management Board, if appointed, has the casting vote.

**§ 13.**

1. If the Management Board consists of a single person, that person is entitled to represent the Company singlehandedly.
2. If the Management Board consists of multiple persons, the right to represent the Company appertains to any two Management Board members acting jointly, or to any Management Board member acting together with a commercial proxy.

**§ 14.**

Supervisory Board approval, issued in the form of a resolution, is required when incurring liabilities, purchasing or selling assets worth more than 10% of the Company's equity as published in its most recent financial statement, except when such actions relate to sales of the Company's products and services.

**§ 15.**

In matters related to contracts or conflicts between the Company and members of the Management Board, the right to represent the Company appertains to the Supervisory Board or to plenipotentiaries appointed by way of a General Meeting resolution.

**§ 16.**

No member of the Management Board may engage in competition with the Company without Supervisory Board approval.

**§ 17.**

The Supervisory Board shall consist of five members and act in compliance with the Supervisory Board Rules of Conduct instituted by way of a Supervisory Board resolution and specifying the organization and activities of the Supervisory Board.

**§ 18.**

1. Supervisory Board members are appointed by the General Meeting of Shareholders. The Supervisory Board appoints two of its members as President and Vice President of the Supervisory Board respectively. Supervisory Board members are appointed to a joint term which begins on the date of convocation of the General Meeting which approves the financial statement for the year 2016, and lasts 4 years.
2. Compensation of Supervisory Board members is determined by the General Meeting of Shareholders in compliance with § 21 section 2 item g.

**§ 19.**

1. Supervisory Board resolutions are valid if voted upon with prior invitation of all Supervisory Board members and undertaken in the presence of at least four Supervisory Board members.
2. Except as specified in section 3 below, Supervisory Board resolutions require an absolute majority of votes.
3. In the following matters Supervisory Board resolutions require a 4/5 majority of votes:
  - a) *repealed*
  - b) *repealed*
  - c) appointment or dismissal of a Management Board member or of the President of the Management Board, suspension of a Management Board member or delegation of a Supervisory Board member to act as a Management Board member in temporary capacity;
  - d) contracts or conflicts between the Company and a Management Board member;
  - e) approval of conditions governing the issue of bonds;
  - f) establishing conditions governing an increase in the Company's share capital.

**§ 20.**

1. Either the Management Board or any member of the Supervisory Board may demand the convocation of a session of the Supervisory Board and submit a draft agenda. The demand must be submitted to the President of the Supervisory Board. The session is convened by the President of the Supervisory Board, or, when the President is absent – by the Vice President of the Supervisory Board, no later than two weeks following submission of the corresponding demand.
2. Supervisory Board members may cast their votes remotely by submitting a written voting instruction to another Supervisory Board member. Remote voting is not allowed in matters added to the agenda during the Supervisory Board session.



3. The Supervisory Board may approve resolutions in writing or using electronic remote communication tools.

#### **§ 21.**

1. The Supervisory Board continuously oversees Company operations in all of its areas of activity.
2. Specific duties of the Supervisory Board include:
  - a) empowerment of the Management Board to purchase or sell rights or shares in freehold or perpetual usufruct of real estate. These matters do not require by the General Meeting of Shareholders;
  - b) approval of the establishment of Company branches;
  - c) appointment of licensed auditors to perform audits of annual financial statements;
  - d) approval of the Company budget and financial forecasts for successive financial years, as submitted by the Management Board;
  - e) issuing opinions in matters submitted to the General Meeting of Shareholders by the Management Board;
  - f) compilation of the consolidated text of the amended Articles of Association;
  - g) deciding upon compensation of Supervisory Board members delegated to act as Management Board members in temporary capacity.
3. The Audit Committee is a permanent committee of the Supervisory Board when the Supervisory Board consists of more than five persons. If the Supervisory Board consists of not more than five persons, the duties of the Audit Committee, as specified by the Act of 7 May 2009 on certified auditors and their self-government, entities authorized to audit financial statements and public supervision, are discharged by the full Supervisory Board unless the Supervisory Board adopts a resolution declaring otherwise.

#### **§ 22.**

Between Supervisory Board sessions the Supervisory Board is represented by its President, or, in case of the President's prolonged absence, by the Vice President.

#### **§ 23.**

The General Meeting of Shareholders may be Ordinary or Extraordinary.

#### **§ 24.**

An Ordinary General Meeting of Shareholders is convened within six months following the end of each financial year.

#### **§ 25.**

General Meeting resolutions require a 3/5 majority of votes, except in matters where the applicable legal regulations require a higher qualified majority of votes.

#### **§ 26.**

General Meetings of Shareholders are held in Warsaw.

### **IV. ACCOUNTING**

#### **§ 27.**

The Company's financial statement shall be prepared by the Management Board within three months following the end of each financial year, and shall be submitted to the General Meeting for approval within three months thereafter.

**§ 28.**

1. The Company establishes the following capitals and funds:
  - share capital,
  - supplementary capital,
  - reserve capitals.
2. When mandated by General Meeting resolutions, the Company may establish targeted funds which are to be managed and consumed in accordance with the corresponding General Meeting resolutions.
3. Under Art. 396 § 1 of the Commercial Company Code, supplementary capital is created via appropriations from the annual net profit. Such appropriations must amount to at least 8% of the net profit for the given financial year.
4. The supplementary capital appropriations specified in section 3 may be abandoned when the supplementary capital reaches at least one third of the Company's share capital.
5. Supplementary and reserve capitals are consumed in accordance with General Meeting resolutions.

**V. FINAL PROVISIONS**

**§ 29.**

The financial year is equivalent to the calendar year.

**§ 30.**

The Company shall publish any legally mandated announcements and disclosures in the Court and Commercial Gazette.