

## **Current report No. 35/2015**

**Subject:** Registration of merger between CD PROJEKT S.A. and its subsidiary – Brand Projekt sp. z o.o.

**Legal basis:** Art. 56 section 1 item 2 of the Offerings Act – current and periodic information

The Management Board of CD PROJEKT S.A. (hereafter referred to as “the Company”) hereby announced that on 31 December 2015 the registry court having jurisdiction over the Company’s registered office, i.e. the District Court for the City of Warsaw, 13<sup>th</sup> Commercial Department of the National Court Registry, registered the merger between the Company and Brand Projekt sp. z o.o., headquartered in Warsaw, Jagiellońska 73 and entered in the Register of Entrepreneurs by the District Court for the City of Warsaw, 13<sup>th</sup> Commercial Department under the name “Brand Projekt”, with registration no. (KRS) 00000470676.

The merger was carried out under Art. 49 § 1 item 1 of the Commercial Company Code (merger by takeover) by transferring the totality of the assets and liabilities of Brand Projekt (the Acquiree) to the Company (the Acquirer). In light of the fact that the Company had held 100% of Brand Projekt shares, the merger was carried out in compliance with Art. 151 § 1 and Art. 516 § 6 of the Commercial Company Code, i.e. without increasing the Company’s share capital, without exchanging Brand Projekt shares for Company shares and without the need to submit the merger plan for review by a licensed auditor, as stipulated by Art. 503 § 1 of the Commercial Company Code.

The Company’s main areas of activity comprise development of videogames and selling the associated distribution rights, as well as the development and sale of tie-in products exploiting the popularity of the Company’s brands. As the holding company of the CD PROJEKT Capital Group the Company also coordinates the activities of its subsidiaries.

Prior to the merger the Company and Brand Projekt constituted a tax capital group.

The merger is an element of the Company’s strategy which focuses on optimizing the activities of companies belonging to the CD PROJEKT Capital Group.

### *Disclaimer:*

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