

The Management Board of CD PROJEKT S.A. hereby announces the draft resolutions to be debated at the Ordinary General Meeting of Shareholders of CD PROJEKT S.A. which will take place on 6 May 2014, together with the relevant justification and attachments.

The attached documentation can also be downloaded from the Company website at www.cdprojekt.com.

Resolution No. 1
of 6 May 2014
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
concerning the election of the General Meeting Chairman

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

Management Board justification regarding Resolution No. 1:

The resolution is technical in character. The necessity to elect a General Meeting Chairman immediately after the opening of the General Meeting is codified in Art 409 § 1 of the Commercial Company Code.

Resolution No. 2
of 6 May 2014
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered 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 8 April 2014 and in Current Report 4/2014 of 8 April, to wit:

1. Opening of the General Meeting.
2. Election of General Meeting Chairman.
3. Determining that the General Meeting has been validly convened and is empowered to undertake binding decisions.
4. Approval of General Meeting agenda.
5. Discussion concerning the Company's managerial and financial report for 2013.
6. Resolution concerning approval of the Company's financial statement of 31 December 2013.
7. Resolution concerning approval of the Management Board report on Company activities in 2013.
8. Resolution concerning the allocation of Company profit in 2013.
9. Resolution concerning the approval of the consolidated financial statement of the CD PROJEKT Capital Group of 31 December 2013 and the corresponding Management Board report on CD PROJEKT Capital Group activities in 2013.
10. Resolution on granting a vote of acceptance to the President of the Management Board, Mr. Adam Kiciński, on account of the performance of his duties between 1 January and 31 December 2013.

11. Resolution on granting a vote of acceptance to the Vice President of the Management Board, Mr. Marcin Iwiński, on account of the performance of his duties between 1 January and 31 December 2013.
12. Resolution on granting a vote of acceptance to the Vice President of the Management Board, Mr. Piotr Nielubowicz, on account of the performance of his duties between 1 January and 31 December 2013.
13. Resolution on granting a vote of acceptance to Mr. Adam Badowski, member of the Management Board, on account of the performance of his duties between 1 January and 31 December 2013.
14. Resolution on granting a vote of acceptance to Mr. Michał Nowakowski, member of the Management Board, on account of the performance of his duties between 1 January and 31 December 2013.
15. Resolution on granting a vote of acceptance to Chairwoman of the Supervisory Board, Ms. Katarzyna Szwarc, on account of the performance of her duties between 1 January and 31 December 2013.
16. Resolution on granting a vote of acceptance to Deputy Chairman of the Supervisory Board, Mr. Cezary Iwański, on account of the performance of his duties between 1 January and 31 December 2013.
17. Resolution on granting a vote of acceptance to Mr. Grzegorz Kujawski, member of the Supervisory Board, on account of the performance of his duties between 1 January and 31 December 2013.
18. Resolution on granting a vote of acceptance to Mr. Maciej Majewski, member of the Supervisory Board, on account of the performance of his duties between 1 January and 31 December 2013.
19. Resolution on granting a vote of acceptance to Mr. Piotr Pągowski, member of the Supervisory Board, on account of the performance of his duties between 1 January and 31 December 2013.
20. Conclusion of the meeting.

Management Board justification regarding Resolution No. 2:

This resolution is technical in character. The requirement to adopt a General Meeting agenda once the attendance list has been prepared and verified by the General Meeting Chairman is codified in § 6 of the General Meeting Regulations.

**Resolution No. 3
of 6 May 2014
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
*concerning approval of the Company's financial statement of 31 December 2013***

Pursuant to Art. 393 item 1 and Art. 395 § 2 item 1 of the Commercial Company Code the General Meeting has decided the following:

§ 1

The financial statement of CD PROJEKT S.A. of 31 December 2013, comprising the items listed below, is hereby approved:

1. Statement of financial position of 31 December 2013, with total assets valued at 186 027 696.03 PLN,
2. Profit and loss account for the period between 1 January and 31 December 2013, showing a net profit of 18 677 992.27 PLN,

3. Statement of comprehensive income for the period between 1 January and 31 December 2013 showing an aggregate net profit of 18 677 992.27 PLN,
4. Cash flow statement for the period between 1 January and 31 December 2013 showing an increase in monetary assets by 7 826 718.77 PLN,
5. Statement of changes in equity showing an increase in equity by 19 116 398.63 PLN,
6. Other information and clarifications.

§ 2

The resolution enters into force on the day of its adoption.

Management Board justification regarding Resolution No. 3:

This is a typical resolution adopted by Ordinary General Meetings. Its adoption is stipulated by Art. 395 § 2 item 1 of the Commercial Company Code.

**Resolution No. 4
of 6 May 2014
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
*concerning approval of the Management Board report on Company activities for the period
between 1 January and 31 December 2013***

Pursuant to Art. 393 item 1 and Art. 395 § 2 item 1 of the Commercial Company Code the General Meeting has decided the following:

§ 1

The Management Board report on Company activities for the period between 1 January and 31 December 2013 is hereby approved.

§ 2

The resolution enters into force on the day of its adoption.

Management Board justification regarding Resolution No. 4:

This is a typical resolution adopted by Ordinary General Meetings. Its adoption is stipulated by Art. 395 § 2 item 1 of the Commercial Company Code.

**Resolution No. 5
of 6 May 2014
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
*concerning allocation of Company profit for 2013***

Pursuant to Art. 393 item 1 and Art. 395 § 2 item 2 of the Commercial Company Code the General Meeting has decided the following:

§ 1

The net profit attained in 2013 in the amount of 18 677 992.27 is hereby allocated to cover the losses incurred in the preceding years.

§ 2

The resolution enters into force on the day of its adoption.

Management Board justification regarding Resolution No. 5:

This is a typical resolution adopted by Ordinary General Meetings. Its adoption is stipulated by Art. 395 § 2 item 2 of the Commercial Company Code.

Resolution No. 6
of 6 May 2014
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
concerning approval of the consolidated financial statement of the CD PROJEKT capital group of 31 December 2013
and the Management Board report on the activities of the CD PROJEKT capital group in the period between 1 January and 31 December 2013

Pursuant to Art. 395 § 5 of the Commercial Company Code the General Meeting has decided the following:

§ 1

The financial statement of the CD PROJEKT capital group of 31 December 2013, comprising the items listed below, is hereby approved:

1. Consolidated statement of financial position of 31 December 2013, with asset/liability balance listed as 217 635 217.17 PLN,
 2. Consolidated profit and loss account for the period between 1 January and 31 December 2013, showing a net profit of 14 850 621.65 PLN,
 3. Consolidated statement of comprehensive income for the period between 1 January and 31 December 2013 showing an aggregate net profit of 14 897 329.90 PLN,
 4. Consolidated cash flow statement for the period between 1 January and 31 December 2013 showing an increase in monetary assets by 12 818 882.51 PLN,
 5. Statement of changes in consolidated equity showing an increase in consolidated equity by 15 839 511.25 PLN,
 6. Other information and clarifications.
2. The report on the activities of the CD PROJEKT capital group in the period between 1 January and 31 December 2013 is hereby approved.

§ 2

The resolution enters into force on the day of its adoption.

Management Board justification regarding Resolution No. 6:

This is a typical resolution adopted by Ordinary General Meetings. Its adoption is stipulated by Art. 395 § 5 of the Commercial Company Code.

Resolution No. 7
of 6 May 2014
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
on granting a vote of acceptance to the President of the Management Board, Mr. Adam Kiciński, on account of the performance of his duties between 1 January and 31 December 2013

Pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Commercial Company Code the General Meeting has decided the following:

§ 1

The Ordinary General Meeting hereby grants a vote of acceptance to the President of the Management Board, Mr. Adam Kiciński, on account of the performance of his duties between 1 January and 31 December 2013.

§ 2

The resolution enters into force on the day of its adoption.

Management Board justification regarding Resolution No. 7:

This is a typical resolution adopted by Ordinary General Meetings. Its adoption is stipulated by Art. 395 § 2 item 3 of the Commercial Company Code.

Resolution No. 8
of 6 May 2014
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
on granting a vote of acceptance to the Vice President of the Management Board, Mr. Marcin Iwiński, on account of the performance of his duties between 1 January and 31 December 2013

Pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Commercial Company Code the General Meeting has decided the following:

§ 1

The Ordinary General Meeting hereby grants a vote of acceptance to the Vice President of the Management Board, Mr. Marcin Iwiński, on account of the performance of his duties between 1 January and 31 December 2013.

§ 2

The resolution enters into force on the day of its adoption.

Management Board justification regarding Resolution No. 8:

This is a typical resolution adopted by Ordinary General Meetings. Its adoption is stipulated by Art. 395 § 2 item 3 of the Commercial Company Code.

Resolution No. 9
of 6 May 2014
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
on granting a vote of acceptance to the Vice President of the Management Board, Mr. Piotr Nielubowicz, on account of the performance of his duties between 1 January and 31 December 2013

Pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Commercial Company Code the General Meeting has decided the following:

§ 1

The Ordinary General Meeting hereby grants a vote of acceptance to the Vice President of the Management Board, Mr. Piotr Nielubowicz, on account of the performance of his duties between 1 January and 31 December 2013.

§ 2

The resolution enters into force on the day of its adoption.

Management Board justification regarding Resolution No. 9:

This is a typical resolution adopted by Ordinary General Meetings. Its adoption is stipulated by Art. 395 § 2 item 3 of the Commercial Company Code.

Resolution No. 10
of 6 May 2014
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
on granting a vote of acceptance to Mr. Adam Badowski, member of the Management Board, on account of the performance of his duties between 1 January and 31 December 2013

Pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Commercial Company Code the General Meeting has decided the following:

§ 1

The Ordinary General Meeting hereby grants a vote of acceptance to Mr. Adam Badowski, member of the Management Board, on account of the performance of his duties between 1 January and 31 December 2013.

§ 2

The resolution enters into force on the day of its adoption.

Management Board justification regarding Resolution No. 10:

This is a typical resolution adopted by Ordinary General Meetings. Its adoption is stipulated by Art. 395 § 2 item 3 of the Commercial Company Code.

Resolution No. 11
of 6 May 2014
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
on granting a vote of acceptance to Mr. Michał Nowakowski, member of the Management Board, on account of the performance of his duties between 1 January and 31 December 2013

Pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Commercial Company Code the General Meeting has decided the following:

§ 1

The Ordinary General Meeting hereby grants a vote of acceptance to Mr. Michał Nowakowski, member of the Management Board, on account of the performance of his duties between 1 January and 31 December 2013.

§ 2

The resolution enters into force on the day of its adoption.

Management Board justification regarding Resolution No. 11:

This is a typical resolution adopted by Ordinary General Meetings. Its adoption is stipulated by Art. 395 § 2 item 3 of the Commercial Company Code.

Resolution No. 12
of 6 May 2014
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
on granting a vote of acceptance to the Chairwoman of the Supervisory Board, Ms. Katarzyna Szwarz, on account of the performance of her duties between 1 January and 31 December 2013

Pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Commercial Company Code the General Meeting has decided the following:

§ 1

The Ordinary General Meeting hereby grants a vote of acceptance to the Chairwoman of the Supervisory Board, Ms. Katarzyna Szwarz, on account of the performance of her duties between 1 January and 31 December 2013.

§ 2

The resolution enters into force on the day of its adoption.

Management Board justification regarding Resolution No. 12:

This is a typical resolution adopted by Ordinary General Meetings. Its adoption is stipulated by Art. 395 § 2 item 3 of the Commercial Company Code.

Resolution No. 13
of 6 May 2014
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
on granting a vote of acceptance to the Deputy Chairman of the Supervisory Board, Mr. Cezary Iwański, on account of the performance of his duties between 1 January and 31 December 2013

Pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Commercial Company Code the General Meeting has decided the following:

§ 1

The Ordinary General Meeting hereby grants a vote of acceptance to the Deputy Chairman of the Supervisory Board, Mr. Cezary Iwański, on account of the performance of his duties between 1 January and 31 December 2013.

§ 2

The resolution enters into force on the day of its adoption.

Management Board justification regarding Resolution No. 13:

This is a typical resolution adopted by Ordinary General Meetings. Its adoption is stipulated by Art. 395 § 2 item 3 of the Commercial Company Code.

Resolution No. 14

of 6 May 2014

of the Ordinary General Meeting of Shareholders

of CD PROJEKT S.A., headquartered in Warsaw

on granting a vote of acceptance to Mr. Grzegorz Kujawski, member of the Supervisory Board, on account of the performance of his duties between 1 January and 31 December 2013

Pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Commercial Company Code the General Meeting has decided the following:

§ 1

The Ordinary General Meeting hereby grants a vote of acceptance to Mr. Grzegorz Kujawski, member of the Supervisory Board, on account of the performance of his duties between 1 January and 31 December 2013.

§ 2

The resolution enters into force on the day of its adoption.

Management Board justification regarding Resolution No. 14:

This is a typical resolution adopted by Ordinary General Meetings. Its adoption is stipulated by Art. 395 § 2 item 3 of the Commercial Company Code.

Resolution No. 15

of 6 May 2014

of the Ordinary General Meeting of Shareholders

of CD PROJEKT S.A., headquartered in Warsaw

on granting a vote of acceptance to Mr. Maciej Majewski, member of the Supervisory Board, on account of the performance of his duties between 1 January and 31 December 2013

Pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Commercial Company Code the General Meeting has decided the following:

§ 1

The Ordinary General Meeting hereby grants a vote of acceptance to Mr. Maciej Majewski, member of the Supervisory Board, on account of the performance of his duties between 1 January and 31 December 2013.

§ 2

The resolution enters into force on the day of its adoption.

Management Board justification regarding Resolution No. 15:

This is a typical resolution adopted by Ordinary General Meetings. Its adoption is stipulated by Art. 395 § 2 item 3 of the Commercial Company Code.

Resolution No. 16
of 6 May 2014
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
on granting a vote of acceptance to Mr. Piotr Pałowski, member of the Supervisory Board,
on account of the performance of his duties between 1 January and 31 December 2013

Pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Commercial Company Code the General Meeting has decided the following:

§ 1

The Ordinary General Meeting hereby grants a vote of acceptance to Mr. Piotr Pałowski, member of the Supervisory Board, on account of the performance of his duties between 1 January and 31 December 2013.

§ 2

The resolution enters into force on the day of its adoption.

Management Board justification regarding Resolution No. 16:

This is a typical resolution adopted by Ordinary General Meetings. Its adoption is stipulated by Art. 395 § 2 item 3 of the Commercial Company Code.