

**Resolution No. 20
of 24 May 2016
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
*concerning institution of the Incentive Program***

I. INCENTIVE PROGRAM

§ 1

1. An incentive program (hereafter referred to as the Incentive Program) is hereby instituted for the benefit of people viewed as critical to the Company and other members of its Capital Group.
2. The Incentive Program will be implemented over the course of 6 (six) fiscal years covering the 2016-2021 period.
3. The aim of the Program is to create optimal conditions for continued improvements in the Company's financial result and market capitalization by forging long-term bonds between the Company and the people to whom the Incentive Program applies (hereafter referred to as the Entitled Parties).

§ 2

1. The Incentive Program will be implemented either via issue and assignment of Subscription Warrants incorporating the right to acquire Company shares issued separately as a conditional increase in the Company share capital with exclusion of pre-emption rights for existing shareholders, or by enabling Entitled Parties to acquire Company shares (hereafter referred to as Own Shares) which will have been purchased by the Company by way of a share buyback program instituted for the purpose of enabling Entitled Parties to acquire Company shares. In order to become eligible to claim Subscription Warrants or Own Shares, the Entitled Parties are required to fulfill certain goals and criteria to be determined on the basis of this resolution. As an alternative to acquisition of Company shares issued as a conditional increase in the Company share capital with exclusion of pre-emption rights for existing shareholders through exercise of rights incorporated by Subscription Warrants, the Incentive Program also permits holders of Subscription Warrants to acquire Company Shares which will have previously been purchased by the Company for the purpose of redemption.
2. The decision on how the rights afforded under the Incentive Program should be exercised by the Entitled Parties will be undertaken by the Management Board in the form of a resolution. Where such decisions apply to members of the Management Board, the corresponding resolution will be issued by the Supervisory Board along with a report confirming attainment of the Incentive Program goals.

II. ISSUE OF SERIES B SUBSCRIPTION WARRANTS INCORPORATING THE RIGHT TO ACQUIRE SERIES M SHARES

§ 3

1. Under the Incentive Program the Entitled Parties may be invited to claim Subscription Warrants incorporating the right to acquire Series M shares.
2. Subscription Warrants will be offered to Entitled Parties in quantities determined by the relevant Management Board and Supervisory Board resolutions, following confirmation of the attainment of Incentive Program goals, as specified in a separate Terms and Conditions document.
3. Should the Incentive Program be implemented by way of issuance of Subscription Warrants, the right to claim such Warrants shall appertain to not more than 149 (one hundred and forty-nine) persons.

III. BUYBACK OF OWN SHARES

§ 4

1. Should the Management Board of the Company elect to implement the Incentive Program by enabling Entitled Parties to claim Own Shares, the Management Board shall apply to the General Meeting for approval of a share buyback program under the conditions set forth in Art. 362 §1 item 2 of the Commercial Company Code.
2. Own Shares purchased in accordance with the terms listed in section 1 (see above) will be offered for resale to Entitled Parties at the per-share price equivalent to:
 - a) the average closing price of Company Shares over a period of 20 session days preceding the adoption of this resolution, assuming the attainment of goals specified in §6 section 2 item ii. Accordingly, the corresponding buyback price offered to Entitled Parties is set at [] PLN
 - b) the average closing price of Company Shares over a period of 90 session days preceding the publication of the draft resolutions of the General Meeting of Shareholders convened on 24 May 2016, i.e. 27 April 2016, discounted by 5%, assuming the attainment of goals specified in §6 section 2 items i or iii. Accordingly, the corresponding buyback price offered to Entitled Parties is set at [] PLN.

IV. IMPLEMENTATION OF THE PROGRAM

§ 5

1. The right to acquire Subscription Warrants or Own Shares shall appertain to persons regarded as critical to the Company and to other members of its Capital Group, as specified by the Management Board of the Company. With regard to members of the Management Board, this determination will be made by the Supervisory Board. Both procedures will be performed in accordance with a separate Terms and Conditions document conforming to this resolution, as well as with further decisions of the Management Board and Supervisory Board based on said Terms and Conditions document.
2. The offer to claim Subscription Warrants or acquire Own Shares will be submitted to Entitled Parties following attainment of eligibility criteria detailed in the Terms and Conditions document, but not later than 14 days following the Ordinary General Meeting of Shareholders convened to approve the consolidated financial statement of the Company for any of the years 2016-2021, depending on when the

goals specified in §6 are attained, or, with regard to the Market Goal whose attainment is to be assessed immediately following the last trading day of each year covered by the Incentive Program, not later than 21 days following the aforementioned last trading day.

3. While inviting the Entitled Parties to claim Series B Subscription Warrants, the Management Board (or the Supervisory Board, if the Entitled Parties concerned are members of the Management Board) is permitted to present the Entitled Parties with an offer to resell said Warrants to the Company for redemption, either in part or in full (this offer is hereafter referred to as the Offer). Should the Management Board elect to do so, the Offer will remain in force for a period of 7 days while the purchase price for Series B Subscription Warrants included in the Offer will be calculated as the difference between the closing price of CD PROJEKT S.A. shares on the Warsaw Stock Exchange on the day preceding the issuance of the Offer and the issue price of Series M shares which the Entitled Party would have been eligible to acquire through exercise of rights incorporated by Subscription Warrants. Any Entitled Party wishing to take advantage of the Offer must submit to the Company, together with a filled-out warrant claim form, an irrevocable statement declaring their acceptance of the Offer as detailed in the Terms and Conditions document.
4. The exercise of rights afforded by Series B Subscription Warrants and acquisition of Series M shares requires that the Entitled Party submit to the Company a statement to the effect that Series M shares will not be sold by the Entitled Party within one year following the submission of the corresponding claim form and acquisition of said shares. This statement must be submitted not later than concurrently with submission of the corresponding Warrant claim form. Its exact wording is to be determined by the Company.
5. The exercise of the right to purchase Own Shares requires that the Entitled Party submit to the Company a statement to the effect that Own Shares will not be sold by the Entitled Party within one year following the remittance of the purchase price of Own Shares to the Company. The exact wording of this statement is to be determined by the Company.

§ 6

1. The Management Board of the Company is hereby authorized to enact, with approval by the Supervisory Board, a set of specific terms and conditions (hereafter referred to as the Terms and Conditions document) detailing implementation of the Incentive Program. All provisions contained in the Terms and Conditions document must conform to this resolution.
2. As a minimum, the Terms and Conditions document must acknowledge the Subscription Warrant assignment criteria specified below. Additionally, the Terms and Conditions document shall specify the breakdown of assignable and redeemable Subscription Warrants or acquirable Own Shares with respect to the goals of the Motivation Program – specifically, not more than 20% of all Subscription Warrants or Own Shares shall be assigned on the basis of attainment of the Market Goal defined in Item (i) below, and not more than 80% of all Subscription Warrants or Own Shares will be assigned on the basis of attainment of the Result Goal defined in Items (ii) and (iii) below. The applicable assignment criteria are conditioned upon meeting the following goals:

- i. attainment of the Market Goal which stipulates that the price of CD PROJEKT S.A. shares on the Warsaw Stock Exchange must change in such a way that the percentage change in the CD PROJEKT S.A. share price, calculated on the basis of the closing price on the Result Goal assessment date (see below) which is set as the final session day of each year covered by the Incentive Program, and the closing price on 30 December 2015, must outperform the corresponding change in the WIG index by at least 100%. With respect to periods ending on 31 December 2016, 31 December 2017, 31 December 2018, 31 December 2019 and 31 December 2020, assessment of the attainment of the Market Goal will follow confirmation of the attainment of the Result Goal as specified below, or be performed in subsequent years covered by the Incentive Program should the Result Goal be attained early, along with the corresponding non-attainment of the Market Goal in a given year. Should the Market Goal remain unmet on any of the abovementioned dates, final assessment shall be performed on the last session day of 2021. In this instance, should the Market Goal, defined as the relation between the change in CD PROJEKT S.A. share price throughout the period covered by the Incentive program (i.e. until 31 December 2021) and the corresponding change in the WIG index, be met to within 80-100%, each percentage point reflecting unrealized goals will result in a 2% decrease in the number of Subscription Warrants or Own Shares offered to Entitled Parties, compared with the number of Subscription Warrants or Own Shares which corresponds to full attainment of the Market Goal. Should the Market Goal be met to within less than 80% over the full period covered by the Incentive Program, it shall be deemed unmet.
- ii. attainment of the Result Goal which is defined as a minimum level of consolidated Capital Group net revenues from continuing operations calculated over three separate assessment periods:
 - a) for 2016-2019: not less than 618 427 thousand PLN, assuming that the consolidated net earnings per share from continuing operations over the same period are at least 6.51 PLN, or:
 - b) for 2016-2020: not less than 855 538 thousand PLN, assuming that the consolidated net earnings per share from continuing operations over the same period are at least 9.01 PLN, or:
 - c) for 2016-2021: not less than 1 092 649 thousand PLN, assuming that the consolidated net earnings per share from continuing operations over the same period are at least 11.51 PLN.

Should the Result Goal set for 2016-2019 and 2016-2020 be unmet while the Result Goal for 2016-2021 is met to within 80-100%, each percentage point reflecting unrealized goals will result in a 2% decrease in the number of Subscription Warrants or Own Shares offered to Entitled Parties, compared with the number of Subscription Warrants or Own Shares which corresponds to full attainment of the Result Goal.

- iii. attainment of the Result Goal:

- a. for the years 2016-2019, as described in section ii a) above, over a shorter period, i.e. in the year 2016, or in the years 2016-2017, or in the years 2016-2018, or:
 - b. for the years 2016-2020, as described in section ii b) above, over a shorter period, i.e. in the years 2016-2019, or:
 - c. for the years 2016-2021, as described in section ii c) above, over a shorter period, i.e. in the years 2016-2020, or:
 - d. based on the consolidated net result of the Capital Group from continuing operations in the years 2016-2021, which must be at least 1 329 761 thousand PLN, assuming that the consolidated net earnings per share from continuing operations over the same period are at least 14.00 PLN.
3. In addition, the Terms and Conditions of the Incentive Program shall include a loyalty criterion which is defined as employment or appointment by the Company or other members of its Capital Group, or the existence of any other legal contract regulating the delivery of goods or rendition of services in exchange for direct remuneration or other monetary benefits from the Company or other members of its Capital Group between the day of inclusion on the List of Entitled Parties and the day of confirmation of attainment of either the Result Goal or the Market Goal. Fulfillment of this loyalty criterion constitutes an additional requirement, in addition to the requirements specified in section 2 above, in order for the Entitled Party to become eligible for acquisition of Subscription Warrants or Own Shares.
 4. The Management Board and Supervisory Board of the Company are hereby empowered to undertake any other actions required to effect implementation of this resolution

§ 7

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

Justification concerning Resolution no. 20:

The primary goal of the Incentive Program is to incentivize key employees and other persons regarded as having major influence on the results and growth prospects of the Company and its Capital Group. In the Management Board's opinion, the Incentive Program will help strengthen the bonds between such persons and the Company together with its subsidiaries, which should result in greater commitment to the success of these entities.

Empowering the Management Board to select the specific means of implementing the Incentive Program will help align the implementation mechanism with the Company's future financial standing and market conditions.

**Resolution no. 21
of 24 May 2016
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of CD PROJEKT S.A., headquartered in Warsaw**

concerning issue of Series B subscription warrants with exclusion of pre-emption rights for existing shareholders entitling bearers to acquire Series M shares as a means of implementing the Incentive Program, and conditional increase in the Company's share capital via issue of Series M shares with exclusion of pre-emption rights for existing shareholders, as well as the corresponding changes in the Company Articles.

§ 1

W Pursuant to Art. 448 of the CCC the Company share capital is hereby conditionally increased by not more than 6,000,000 (six million) PLN by issuing not more than 6,000,000 (six million) Series M ordinary bearer shares with a nominal value of 1 (one) PLN each.

§ 2

The aim of this conditional increase in the Company share capital is to enable holders of Series B Subscription Warrants to acquire Series M shares.

§ 3

1. Under the condition that the Company Articles are amended as specified in §8 below, in line with Art. 453 §2 of the Commercial Company Code, in order to enable implementation of the Incentive Program instituted on the basis of Resolution no. 20 of the Ordinary General Meeting of Shareholders of 24 May 2016, between 1 (one) and 6,000,000 (six million) Series B Subscription Warrants incorporating the right to acquire Series M shares of the Company with exclusion of pre-emption rights for existing shareholders shall be issued.
2. Subscription Warrants are issued in a materialized form.
3. Each Subscription Warrant incorporates the right to acquire 1 (one) Series M share with exclusion of pre-emption rights for existing shareholders.
4. Subscription Warrants are issued free of charge.
5. Subscription Warrants are not transferrable, except to the Company for redemption. Subscription Warrants can be inherited.
6. The deadline for exercising rights incorporated by Series B Subscription Warrants is 31 October 2022.
7. The right to acquire Series M shares incorporated by Series B Subscription Warrants arises on the day the Subscription Warrants are assigned to the Entitled Parties.
8. Unexercised rights to acquire Series M shares incorporated by Subscription Warrants will expire on the day listed in Section 6 above.
9. The right to acquire Subscription Warrants appertains to persons regarded as critical to the Company and to other members of its Capital Group, as specified by the Management Board of the Company. With regard to members of the Management Board, this determination shall be made by the Supervisory Board. Both procedures shall be performed in accordance with Resolution no. 20 of the Ordinary General Meeting of Shareholders of 24 May 2016, a separate Terms and Conditions document conforming to this resolution, as well as further decisions of

the Management Board and Supervisory Board based on said Terms and Conditions document.

10. The offer to claim Subscription Warrants or acquire Own Shares will be submitted to Entitled Parties following attainment of eligibility criteria detailed in the Terms and Conditions document, in accordance with the provisions of Resolution no. 20 of the Ordinary General Meeting of 24 May 2016 concerning institution of the Incentive Program.

§4

No pre-emption rights are offered to existing shareholders of the Company with regard to Subscription Warrants and Series M shares. In the shareholders' opinion this exclusion is economically justified and in the best interests of the Company and its shareholders, as detailed in the relevant opinion of the Management Board attached to this resolution (see Annex 1).

§ 5

1. The right to acquire Series M shares appertains to holders of Series B Subscription Warrants.
2. Series M shares will be assigned once the corresponding payment has been remitted by the Entitled Party.
3. The Management Board of the Company is hereby authorized to determine the issue price of Series M shares depending on whether the Entitled Parties attain the goals specified in Resolution no. 20 of the Ordinary General Meeting of Shareholders of 24 May 2016 concerning institution of the Incentive Program, assuming that the issue price thus determined will be equivalent to:
 - a) the average closing price of Company Shares over a period of 20 session days preceding the adoption of this resolution, assuming the attainment of goals specified in §6 section 2 item ii of the abovementioned Resolution. The corresponding price is set at [] PLN.
 - b) the average closing price of Company Shares over a period of 90 session days preceding the publication of the draft resolutions of the General Meeting of Shareholders convened on 24 May 2016, i.e. 27 April 2016, discounted by 5%, assuming the attainment of goals specified in §6 section 2 items i or iii of the abovementioned Resolution. The corresponding price is set at 22.35 PLN.

§ 6

1. Series M shares will qualify for dividends in a given fiscal year under the following conditions:
 - 1) If Series M shares are acquired by the Entitled Party between the beginning of the fiscal year and the dividend date (in the sense of Art. 348 § 2 of the CCC) inclusive, these shares will participate in profits starting on the first day of the fiscal year preceding their year of issue.
 - 2) If Series M shares are acquired by the Entitled Party after the dividend date (in the sense of Art. 348 § 2 of the CCC), these shares will participate in profits starting on the first day of the fiscal year in which they were issued.

2. Given the fact that Series M shares will be subject to dematerialization, “acquisition of shares” should be understood in this context as deposition of Series M shares on the securities account belonging to the Entitled Party.

§ 7

1. It is hereby decided that the Company will seek approval to formally list Series M shares on the regulated market of the Warsaw Stock Exchange (Giełda Papierów Wartościowych w Warszawie S.A.) and to dematerialize Series M shares.
2. The Management Board of the Company is hereby empowered to:
 - a. perform any factual and legal actions required to obtain approval to list Series M shares on the Warsaw Stock Exchange (Giełda Papierów Wartościowych w Warszawie S.A.)
 - b. conclude a deposit agreement with the National Securities Deposit (Krajowy Depozyt Papierów Wartościowych S.A.) pursuant to section 1 above and in accordance with the provisions of Art. 5 of the Securities Act (Journal of Laws No. 183, item 1538)
3. The Supervisory Board and the Management Board of the Company are hereby authorized to enact specific provisions governing the issue of Series M shares, including, as a minimum, the acquisition offer concerning Series M shares and subscription rules for Series M shares. The Supervisory Board and the Management Board of the Company are further authorized to perform any other actions required in order to implement this resolution.

§ 8

§ 8 of the Company Articles is given the following form:

„1. The conditional share capital of the Company shall not exceed 7,900,000 (seven 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 (one) PLN each and not more than 6,000,000 (six million) Series M ordinary bearer shares with a nominal value of 1 (one) PLN each. The aim of this conditional increase in the Company share capital is to enable acquisition of Series L shares by holders of Subscription Warrants issued by the Company under resolution No. 3 of the Extraordinary General Meeting of Shareholders of 16 December 2011 and acquisition of Series M shares by holders of Subscription Warrants issued by the Company under resolution No. 21 of the Extraordinary General Meeting of Shareholders of 24 May 2016.

2. The right to acquire Series L shares appertains to holders of Series A Subscription Warrants issued by the Company. The right to acquire Series L shares may be exercised not later than on 30 November 2016.

3. The right to acquire Series M shares appertains to holders of Series B Subscription Warrants issued by the Company. The right to acquire Series M shares may be exercised not later than on 31 October 2022.”

§ 9

The Supervisory Board is hereby authorized to collate the unified text of the Company Articles acknowledging the amendment introduced in §8 of this resolution

§ 10

The resolution enters into force on the date of its enactment, with the exception of the amendment to the Company Articles regarding conditional increase in the Company share capital, as set forth in §8. This amendment will become legally binding on the date of registration of the amended Company Articles by the appropriate court of registration.

Justification concerning resolution no. 21:

In order to facilitate implementation of the Incentive Program described in resolution no. 20 of the Ordinary General Meeting of 24 May 2016 concerning institution of the Incentive Program, the Management Board recommends that the General Meeting adopt a separate resolution concerning issue of subscription warrants which can be claimed free of charge by the Entitled Parties with exclusion of pre-emption rights for existing shareholders, along with the corresponding conditional increase in the Company share capital.

The conditional increase in the Company Share capital is required in order to enable holders of Series B Subscription Warrants to claim Series M shares. Series B Subscription Warrants will be issued in the course of implementation of the Incentive Program approved by the General Meeting.

The exclusion of pre-emption rights for existing shareholders with regard to Series B Subscription Warrants and Series M shares is in the best interest of the Company and does not infringe upon the rights of its current shareholders.

The Management Board recommends that Series B Subscription Warrants be issued free of charge.

The Management Board recommends that the issue price of Series M shares, depending on the attainment of goals of the Incentive Program, be defined as the average closing price of Company shares on the Warsaw Stock Exchange over a period of 20 trading days preceding the adoption of this resolution or the average closing price of Company Shares on the Warsaw Stock Exchange over a period of 90 session days preceding the publication of the draft resolutions of the Ordinary General Meeting scheduled for 24 May 2016, discounted by 5%.