

CD PROJEKT S.A.
ORDINARY GENERAL MEETING
CONVENED ON 24 MAY 2016
PLENIPOTENTIARY AUTHORIZATION FORM

I (we), the undersigned,

Full name
(Organization)
(Position)
Address

and

Full Name.....
(Organization)
(Position)
Address

do hereby declare that (*full name / shareholder organization*) („**the Shareholder**”) is entitled to participate in the General Meeting of CD PROJEKT S.A. and authorized to exercise voting rights afforded by (*quantity*) ordinary bearer’s shares of CD PROJEKT S.A., headquartered in Warsaw (“**the Company**”)

I (we) furthermore confirm that:

Mr. / Ms., identified by passport/national ID/other official identification no.

or

..... (<i>name of organization</i>), headquartered in (<i>city</i>), at (<i>address</i>),

is authorized to represent the Shareholder at the Ordinary General Meeting of the Company convened on 24 May 2016, 10:00 a.m. at the Company headquarters in Warsaw, Jagiellońska 74 (“**the Ordinary General Meeting**”) by participating in the Ordinary General Meeting, issuing declarations on the Shareholder’s behalf, signing the attendance list and exercising voting rights afforded by (*quantity*) of ordinary shares of the Company in accordance with the voting instructions listed below / as he/she sees fit*.

(*signature*)
Location:
Date:

(*signature*)
Location:
Date:

IMPORTANT NOTICE

Shareholder authentication

In order to properly authenticate the shareholder who is to be represented by a plenipotentiary the following documents should be attached to this proxy form:

- (i) For shareholders who are natural persons – a copy of a national ID, passport or other official identification document. Additionally, shareholders who are natural persons should attach a declaration authorizing the Company to process their personal data for the purposes of authentication and assessment of the validity of the electronic authorization.
- (ii) For shareholders who are not natural persons – a copy of the relevant registration document or any other document confirming that the shareholder is entitled to nominate a plenipotentiary to represent them at the Ordinary General Meeting.

In case of any doubts regarding the authenticity of the above mentioned documents, the Management Board of the Company reserves the right to demand the following documents from the plenipotentiary while the attendance list is being prepared:

- (i) For shareholders who are natural persons – a notarized copy of a national ID, passport or other official document confirming the shareholder's identity;
- (ii) For shareholders who are not natural persons – a notarized copy of the shareholder's certificate of registration or of any other document confirming that the shareholder is entitled to nominate a plenipotentiary to represent them at the Ordinary General Meeting.

Plenipotentiary authentication

In order to authenticate the plenipotentiary, the Management Board of the Company reserves the right to demand the following documents from the plenipotentiary while the attendance list is being prepared:

- (i) For plenipotentiaries who are natural persons – a copy of a national ID, passport or other official document confirming the plenipotentiary's identity;
- (ii) For plenipotentiaries who are not natural persons – a notarized copy of the plenipotentiary's certificate of registration or of any other document confirming that the natural person (or natural persons) are entitled to represent the plenipotentiary at the Ordinary General Meeting.

PLEASE BE ADVISED THAT IN CASE OF ANY DISCREPANCIES BETWEEN SHAREHOLDER IDENTIFICATION DATA PROVIDED IN THIS FORM AND THE CORRESPONDING DATA RECEIVED FROM THE NATIONAL REGISTRY FOR SECURITIES (KRAJOWY DEPOZYT PAPIERÓW WARTOŚCIOWYCH S.A.) IN ACCORDANCE WITH ART. 406³ OF COMMERCIAL COMPANY CODE BOTH THE SHAREHOLDER AND THE PLENIPOTENTIARY MAY BE DENIED PARTICIPATION IN THE ORDINARY GENERAL MEETING.

PLEASE BE ADVISED THAT THE COMPANY DOES NOT IMPOSE AN OBLIGATION TO USE THIS FORM TO NOMINATE PLENIPOTENTIARIES.

PLENIPOTENTIARY VOTING INSTRUCTIONS

The Ordinary General Meeting of CD PROJEKT S.A., convened on 24 May 2016, 10:00, at the Company headquarters, Warsaw, Jagiellońska 74.

**ITEM 2 OF THE MEETING AGENDA – ELECTION OF GENERAL MEETING CHAIRMAN
(DRAFT RESOLUTION – SEE ATTACHMENT NO. 1)**

<input type="checkbox"/> Vote for	<input type="checkbox"/> Vote against <input type="checkbox"/> File objection	<input type="checkbox"/> Abstain	<input type="checkbox"/> Vote at the plenipotentiary’s discretion
No. of shares:	No. of shares:	No. of shares:	No. of shares:

Other:

**ITEM 4 OF THE MEETING AGENDA – APPROVAL OF GENERAL MEETING AGENDA
(DRAFT RESOLUTION – SEE ATTACHMENT NO. 2)**

<input type="checkbox"/> Vote for	<input type="checkbox"/> Vote against <input type="checkbox"/> File objection	<input type="checkbox"/> Abstain	<input type="checkbox"/> Vote at the plenipotentiary’s discretion
No. of shares:	No. of shares:	No. of shares:	No. of shares:

Other:

**ITEM 6 OF THE MEETING AGENDA - RESOLUTION CONCERNING APPROVAL OF THE COMPANY’S FINANCIAL STATEMENT OF 31 DECEMBER 2015
(DRAFT RESOLUTION – SEE ATTACHMENT NO. 3)**

<input type="checkbox"/> Vote for	<input type="checkbox"/> Vote against <input type="checkbox"/> File objection	<input type="checkbox"/> Abstain	<input type="checkbox"/> Vote at the plenipotentiary’s discretion
No. of shares:	No. of shares:	No. of shares:	No. of shares:

Other:

**ITEM 7 OF THE MEETING AGENDA - RESOLUTION CONCERNING APPROVAL OF THE MANAGEMENT BOARD REPORT ON COMPANY ACTIVITIES IN 2015
(DRAFT RESOLUTION – SEE ATTACHMENT NO. 4)**

<input type="checkbox"/> Vote for	<input type="checkbox"/> Vote against <input type="checkbox"/> File objection	<input type="checkbox"/> Abstain	<input type="checkbox"/> Vote at the plenipotentiary’s discretion
No. of shares:	No. of shares:	No. of shares:	No. of shares:

Other:

**ITEM 8 OF THE MEETING AGENDA - RESOLUTION CONCERNING THE ALLOCATION OF COMPANY PROFIT IN 2015
(DRAFT RESOLUTION – SEE ATTACHMENT NO. 5)**

<input type="checkbox"/> Vote for	<input type="checkbox"/> Vote against <input type="checkbox"/> File objection	<input type="checkbox"/> Abstain	<input type="checkbox"/> Vote at the plenipotentiary's discretion
No. of shares:	No. of shares:	No. of shares:	No. of shares:

Other:

**ITEM 9 OF THE MEETING AGENDA - RESOLUTION CONCERNING THE APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENT OF THE CD PROJEKT CAPITAL GROUP OF 31 DECEMBER 2015 AND THE CORRESPONDING MANAGEMENT BOARD REPORT ON CD PROJEKT CAPITAL GROUP ACTIVITIES IN 2015
(DRAFT RESOLUTION – SEE ATTACHMENT NO. 6)**

<input type="checkbox"/> Vote for	<input type="checkbox"/> Vote against <input type="checkbox"/> File objection	<input type="checkbox"/> Abstain	<input type="checkbox"/> Vote at the plenipotentiary's discretion
No. of shares:	No. of shares:	No. of shares:	No. of shares:

Other:

**ITEM 10 OF THE MEETING AGENDA - 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 2015
(DRAFT RESOLUTION – SEE ATTACHMENT NO. 7)**

<input type="checkbox"/> Vote for	<input type="checkbox"/> Vote against <input type="checkbox"/> File objection	<input type="checkbox"/> Abstain	<input type="checkbox"/> Vote at the plenipotentiary's discretion
No. of shares:	No. of shares:	No. of shares:	No. of shares:

Other:

**ITEM 11 OF THE MEETING AGENDA - 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 2015
(DRAFT RESOLUTION – SEE ATTACHMENT NO. 8)**

<input type="checkbox"/> Vote for	<input type="checkbox"/> Vote against <input type="checkbox"/> File objection	<input type="checkbox"/> Abstain	<input type="checkbox"/> Vote at the plenipotentiary's discretion
No. of shares:	No. of shares:	No. of shares:	No. of shares:

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Other:

ITEM 12 OF THE MEETING AGENDA - 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 2015 (DRAFT RESOLUTION – SEE ATTACHMENT NO. 9)

<input type="checkbox"/> Vote for	<input type="checkbox"/> Vote against <input type="checkbox"/> File objection	<input type="checkbox"/> Abstain	<input type="checkbox"/> Vote at the plenipotentiary's discretion
No. of shares:	No. of shares:	No. of shares:	No. of shares:

Other:

ITEM 13 OF THE MEETING AGENDA - 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 2015 (DRAFT RESOLUTION – SEE ATTACHMENT NO. 10)

<input type="checkbox"/> Vote for	<input type="checkbox"/> Vote against <input type="checkbox"/> File objection	<input type="checkbox"/> Abstain	<input type="checkbox"/> Vote at the plenipotentiary's discretion
No. of shares:	No. of shares:	No. of shares:	No. of shares:

Other:

ITEM 14 OF THE MEETING AGENDA - 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 2015 (DRAFT RESOLUTION – SEE ATTACHMENT NO. 11)

<input type="checkbox"/> Vote for	<input type="checkbox"/> Vote against <input type="checkbox"/> File objection	<input type="checkbox"/> Abstain	<input type="checkbox"/> Vote at the plenipotentiary's discretion
No. of shares:	No. of shares:	No. of shares:	No. of shares:

Other:

ITEM 15 OF THE MEETING AGENDA - RESOLUTION ON GRANTING A VOTE OF ACCEPTANCE TO MR. PIOTR KARWOWSKI, MEMBER OF THE MANAGEMENT BOARD, ON ACCOUNT OF THE PERFORMANCE OF HIS DUTIES BETWEEN 1 NOVEMBER AND 31 DECEMBER 2015 (DRAFT RESOLUTION – SEE ATTACHMENT NO. 11)

<input type="checkbox"/> Vote for	<input type="checkbox"/> Vote against <input type="checkbox"/> File objection	<input type="checkbox"/> Abstain	<input type="checkbox"/> Vote at the plenipotentiary's discretion
No. of shares:	No. of shares:	No. of shares:	No. of shares:

Other:

ITEM 16 OF THE MEETING AGENDA - 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 2015 (DRAFT RESOLUTION – SEE ATTACHMENT NO. 12)

<input type="checkbox"/> Vote for	<input type="checkbox"/> Vote against <input type="checkbox"/> File objection	<input type="checkbox"/> Abstain	<input type="checkbox"/> Vote at the plenipotentiary's discretion
No. of shares:	No. of shares:	No. of shares:	No. of shares:

Other:

ITEM 17 OF THE MEETING AGENDA - RESOLUTION ON GRANTING A VOTE OF ACCEPTANCE TO DEPUTY CHAIRMAN OF THE SUPERVISORY BOARD, MR. PIOTR PAŁOWSKI, ON ACCOUNT OF THE PERFORMANCE OF HIS DUTIES BETWEEN 1 JANUARY AND 31 DECEMBER 2014 (DRAFT RESOLUTION – SEE ATTACHMENT NO. 14)

<input type="checkbox"/> Vote for	<input type="checkbox"/> Vote against <input type="checkbox"/> File objection	<input type="checkbox"/> Abstain	<input type="checkbox"/> Vote at the plenipotentiary's discretion
No. of shares:	No. of shares:	No. of shares:	No. of shares:

Other:

ITEM 18 OF THE MEETING AGENDA - 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 2015 (DRAFT RESOLUTION – SEE ATTACHMENT NO. 15)

<input type="checkbox"/> Vote for	<input type="checkbox"/> Vote against <input type="checkbox"/> File objection	<input type="checkbox"/> Abstain	<input type="checkbox"/> Vote at the plenipotentiary's discretion
No. of shares:	No. of shares:	No. of shares:	No. of shares:

_____	_____	_____	_____
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Other:

ITEM 19 OF THE MEETING AGENDA - 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 2015 (DRAFT RESOLUTION – SEE ATTACHMENT NO. 16)

<input type="checkbox"/> Vote for	<input type="checkbox"/> Vote against <input type="checkbox"/> File objection	<input type="checkbox"/> Abstain	<input type="checkbox"/> Vote at the plenipotentiary's discretion
No. of shares:	No. of shares:	No. of shares:	No. of shares:

Other:

ITEM 20 OF THE MEETING AGENDA - RESOLUTION ON GRANTING A VOTE OF ACCEPTANCE TO MR. KRZYSZTOF KILIAN, MEMBER OF THE SUPERVISORY BOARD, ON ACCOUNT OF THE PERFORMANCE OF HIS DUTIES BETWEEN 28 MAY AND 31 DECEMBER 2015 (DRAFT RESOLUTION – SEE ATTACHMENT NO. 17)

<input type="checkbox"/> Vote for	<input type="checkbox"/> Vote against <input type="checkbox"/> File objection	<input type="checkbox"/> Abstain	<input type="checkbox"/> Vote at the plenipotentiary's discretion
No. of shares:	No. of shares:	No. of shares:	No. of shares:

Other:

ITEM 21 OF THE MEETING AGENDA - RESOLUTION ON GRANTING A VOTE OF ACCEPTANCE TO MR. CEZARY IWAŃSKI, MEMBER OF THE SUPERVISORY BOARD, ON ACCOUNT OF THE PERFORMANCE OF HIS DUTIES BETWEEN 1 JANUARY AND 7 MAY 2015 (DRAFT RESOLUTION – SEE ATTACHMENT NO. 18)

<input type="checkbox"/> Vote for	<input type="checkbox"/> Vote against <input type="checkbox"/> File objection	<input type="checkbox"/> Abstain	<input type="checkbox"/> Vote at the plenipotentiary's discretion
No. of shares:	No. of shares:	No. of shares:	No. of shares:

Other:

ITEM 22 OF THE MEETING AGENDA - RESOLUTION CONCERNING CHANGES IN COMPENSATION OF SUPERVISORY BOARD MEMBERS (DRAFT RESOLUTION – SEE ATTACHMENT NO. 20)

<input type="checkbox"/> Vote for	<input type="checkbox"/> Vote against <input type="checkbox"/> File objection	<input type="checkbox"/> Abstain	<input type="checkbox"/> Vote at the plenipotentiary’s discretion
No. of shares: _____	No. of shares: _____	No. of shares: _____	No. of shares: _____

Other:

ITEM 22 OF THE MEETING AGENDA – RESOLUTION CONCERNING INSTITUTION OF THE INCENTIVE PROGRAM (DRAFT RESOLUTION – SEE ATTACHMENT NO. 21)

<input type="checkbox"/> Vote for	<input type="checkbox"/> Vote against <input type="checkbox"/> File objection	<input type="checkbox"/> Abstain	<input type="checkbox"/> Vote at the plenipotentiary’s discretion
No. of shares: _____	No. of shares: _____	No. of shares: _____	No. of shares: _____

Other:

ITEM 24 OF THE MEETING AGENDA – RESOLUTION 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 (DRAFT RESOLUTION – SEE ATTACHMENT NO. 22)

<input type="checkbox"/> Vote for	<input type="checkbox"/> Vote against <input type="checkbox"/> File objection	<input type="checkbox"/> Abstain	<input type="checkbox"/> Vote at the plenipotentiary’s discretion
No. of shares: _____	No. of shares: _____	No. of shares: _____	No. of shares: _____

Other:

ITEM 25 OF THE MEETING AGENDA – RESOLUTION CONCERNING APPROVAL OF BUYBACK OF COMPANY SHARES FOR REDEMPTION (DRAFT RESOLUTION – SEE ATTACHMENT NO. 23)

<input type="checkbox"/> Vote for	<input type="checkbox"/> Vote against <input type="checkbox"/> File objection	<input type="checkbox"/> Abstain	<input type="checkbox"/> Vote at the plenipotentiary's discretion
No. of shares: _____	No. of shares: _____	No. of shares: _____	No. of shares: _____
<input type="checkbox"/> Other:			

ADDITIONAL INFORMATION

Shareholders are requested to declare their intent by tagging selected fields with an "X". When selecting the "Other" field detailed voting instructions should also be provided.

Should the Shareholder wish to exercise voting rights differently for each batch of shares he/she controls we request that the appropriate number of shares be specified in the "for" "against" and "abstain" columns. Failure to provide such information will be interpreted as intent to cast the selected vote for all shares the Shareholder controls.

Draft resolutions to be undertaken at the General Meeting along with the corresponding agenda items are attached to this template.

Please note that draft resolutions listed in this template may differ from those submitted to the Ordinary General Meeting. In order to avoid possible ambiguities, we kindly ask Shareholders to specify contingencies for such circumstances by supplying the corresponding instructions in the "Other" field.